

CORPORATE PROFILE

I. INPUT

1. NAME

INPUT, a NEVADA Corporation

2. ADDRESS

@ February 25, 2005
10790 Parkridge Blvd, Suite 200
Reston, Virginia, 20191
Tel: (703) 707-3500
Fax: (703) 707-6201
County of Fairfax

3. INCORPORATION DATE

Incorporation:	August 23, 2000
INPUT a California Corporation was merged into the Nevada Corporation	January 1, 2001

4. OWNERSHIP

Authorized Share Issue @ August 23, 2000:	7,500,000
Authorized Shares increased @ February 15, 2002:	20,000,000
Stock Split 10 for 1 @ January 10, 2002:	
Shares Outstanding:	Refer to Current Share Register

5. SUBSIDIARIES

VIRGINIA: INPUT, Inc. Authorized to do Business in the State of Virginia

January 6 1994 *INPUT, a California Corporation Authorized to do business in the State of Virginia as INPUT, Inc.*

January 1, 2001 INPUT, a Nevada Corporation, assumed the assets and liabilities of INPUT, a California Corporation:
- Annual Registration Notice filed in May, 2001 with the State of Virginia, amended to reflect change from California to Nevada as of January 1, 2001.

6. FISCAL YEAR

Year ending December 31



7. TAX IDENTIFICATION NUMBER

Federal: 54-2015621
State – VA SIT: 0019942759
State – VA SUI: 0006611249

Following Tax ID Numbers are for Payroll ID purposes only, for employees residing in that State:

State – DC SIT:	54-2015621	SUI:	N/A
State – MD SIT:	1012925-0	SUI:	0074016294
State – PA SIT:	9091 3750	SUI:	28-13730-3
State – WV SIT:	54-201-5621-001	SUI:	N/A

8. REGISTERED AGENT/OFFICE

The Corporation Trust Company of Nevada
6100 Neil Road, Suite 500
Reno, NV 89511

9. STATUTORY AUDITORS

PARTNER:	TAX:
Charles G. Carr	
Deloitte & Touche LLP	
1750 Tysons Blvd, Suite 800	
McLean, VA 22102-4219	
Tel: (703) 251-1120	
Fax: (703) 332-7124	
ccarr@deloitte.com	

10. LEGAL COUNSEL

General Counsel:

Tom Knox
Morrison & Foerster LLP
1650 Tysons Boulevard, Suite 300
McLean, VA 22102
Tel: (703) 760-7317 (Direct)
Fax: (703) 760-7777
Mobile: (703) 887-9890
tknox@mfo.com

Trademark/Copyright Counsel:

George Limbach
DLA Piper Rudnick gray Cary US LLP
2000 University Avenue
East Palo Alto, CA 94303-2248
Tel: (650) 833-2434
Fax: (650) 833-2001
George.Limbach@dlapiper.com

Contact:

Carol Anne Bashir

(650) 833-2448

CarolAnne.Bashir@dlapiper.com

11. DIRECTORS

DIRECTORS: No. Authorized:	5 @ August 23, 2000
AMENDMENT TO BYLAWS:	6 @ December 18, 2001
- Peter A. Cunningham	(CA: 12/29/76)
- Patricia E. Cunningham	(CA: 12/29/76)
- William H. Bryant	(CA: 03/20/81)
- Thomas L. Hewitt	(NV: 09/01/03)
- Jed Laird	(CA: 07/13/05)

ELECTED OFFICERS:

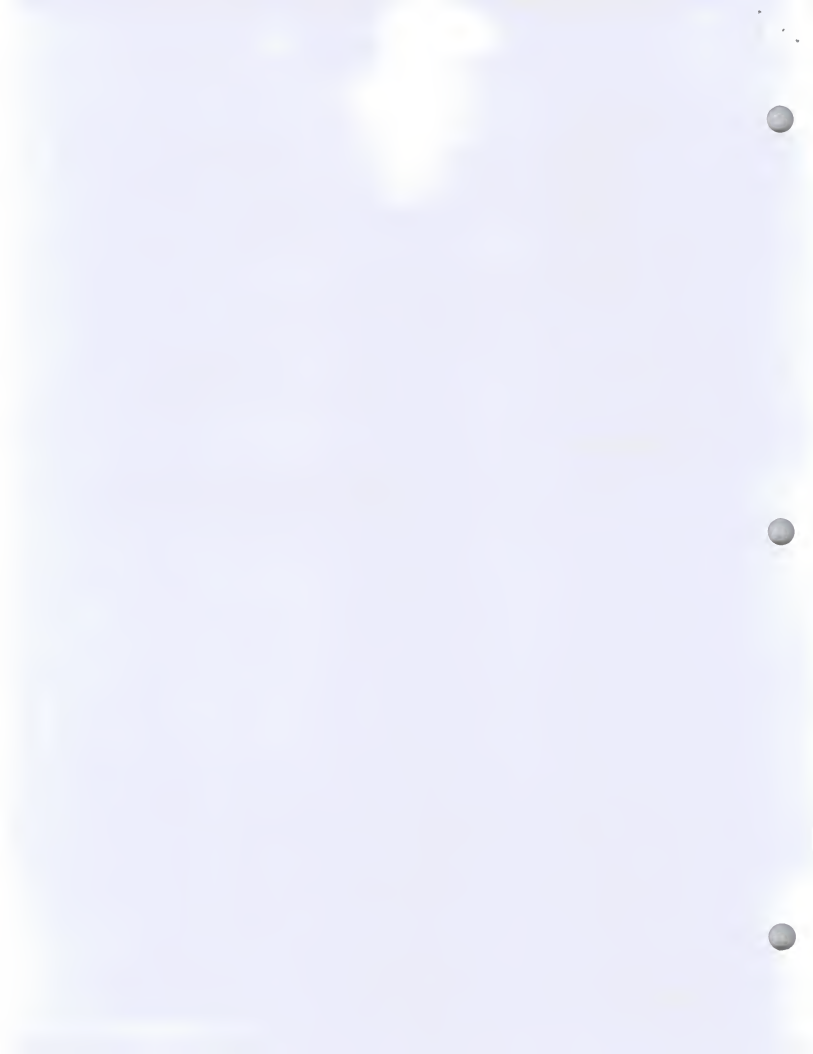
- Peter A. Cunningham, President, Chairman, Treasurer:
(CA: 12/29/76)

- Patricia E. Cunningham, Secretary:
(CA: 12/29/76)

Statutory Minute Book:	Original: INPUT Offices
	Copy: Patricia Cunningham
Corporate Seal:	Patricia Cunningham (kept at CI Home)

12. BOARD/AGM MEETINGS

BOD	- 4 Quarterly Meetings (Normally)
AGM	- 1 Statutory Meeting on date fixed by the Board
NOTICE of MEETINGS:	Not less than five (5) nor more than sixty (60) days before the date of the meeting.





MEMORANDUM

DATE: March 07, 2004
TO: Doug
FROM: Pat
SUBJECT: INPUT Stock – No Par Value
CC: Stock File

I finally spoke to Bill on this issue, I had done some research of where No Par Value & \$0.01 Par Value is referenced some time ago, and here are Bill's comments, some of which I am sure is familiar to you:

- The use of Par Value is an anachronism these days, and was used more in the past.
- It is an accounting function to tell accountants how much to put into stated capital, i.e.:
Stated Capital: \$0.01
Excess Paid In: \$0.99
Total Capital: \$1.00
- Some States have done away with it, including California. Our California incorporation and stock documents referred to No Par Value
- Some States, including Nevada, compute the value of the company based on Par Value for their fees. Otherwise they will impute value for their fees. This is why our Nevada Incorporation and stock documents refer to \$0.01 Par Value.
- Our original incorporation of Virginia back in the eighties, as a separately incorporated subsidiary company in Virginia was also \$0.01 Par Value, as Virginia also computed fees based upon it. They may or may not do so now.

I think this clarifies it for our records, as I believe E&Y, quite correctly, use the \$0.01 Par Value in our financial statements.

b

BRYANT CLOHAN & BARUH LLP **Bryant, William H.**

Follow Up Flag: Follow up
 Full Name: William H. Bryant
 Company: BRYANT CLOHAN & BARUH LLP
 550 Hamilton Avenue, Suite 220
 Palo Alto, CA 94301
 24 Sandstone
 Portola Valley, CA 94028
 Bus: (650) 324-1606
 Bus 2: (650) 470-1040 Direct
 Home: (650) 851-1437
 Bus Fax: (650) 324-4613
 E-mail: wbryant@bcblegal.com
 Categories: Accountants & Attornies, INPUT, Xmas Card
 INPUT Board of Directors Elected 3/20/81
 Partners:
 Frank E. Clohan
 Jeffrey A. Baruh
 (Moved to Suite 300 11/03)

d

Deloitte & Touche LLP **Carr, Charles G.**

Full Name: Charles G. Carr
 Job Title: Partner, Audit Services
 Company: Deloitte & Touche LLP
 1750 Tysons Blvd
 Suite 800
 McLean, VA 22102-4219
 Bus: (703) 251-1120
 Bus Fax: (703) 332-7124
 E-mail: ccarr@deloitte.com
 Categories: INPUT
 Contact information for Chuck Carr the partner at Deloitte.

DLA PIPER RUDNICK GRAY CARY US LLP **Bashir, Carol Anne**

Full Name: Carol Anne Bashir
 Job Title: Specialist Trademark Paralegal
 Company: DLA PIPER RUDNICK GRAY CARY US LLP
 2000 University Avenue
 East Palo Alto, CA 94303-2248
 Bus: (650) 833-2448
 Bus Fax: (650) 833-2001
 E-mail: CarolAnne.Bashir@dlapiper.com
 Categories: Accountants & Attornies, INPUT
 COA: 1/1/2005

DLA PIPER RUDNICK GRAY CARY US LLP **Limbach, George**

Full Name: George Limbach
 Company: DLA PIPER RUDNICK GRAY CARY US LLP
 2000 University Avenue
 East Palo Alto, CA 94303-2248
 Bus: (650) 833-2434
 Bus Fax: (650) 833-2001
 E-mail: George.Limbach@dlapiper.com
 Categories: Accountants & Attornies, INPUT

e

ERNST & YOUNG **Engert, Herb**

Full Name: Herb Engert
 Job Title: Partner
 Company: ERNST & YOUNG
 8484 Westpark Drive
 McLean, VA 22102
 Bus: (703) 747-1273
 Mobile: (703) 622-9848
 Bus Fax: (703) 747-0135
 E-mail: herb.engert@ey.com
 Categories: INPUT
 In case you are interested, the contact information for Herb Engert, the partner we worked with at Ernst & Young.

h

Hewitt, Thomas L.

Full Name: Thomas L. Hewitt
 139 Commodore Drive
 Jupiter, FL 33477
 1504 Hampton Hills Circle
 McLean, VA
 Bus: (703) 707-3533
 Home 2: (703) 288-0066 (VA)
 Mobile: (571) 232-8850
 E-mail: Tom@tomhewitt.com
 Categories: INPUT
 Thomas L. Hewitt, Director, INPUT
 (Elected 12/18/01/Resigned 8/16/02)
 Re-elected 9/1/03

Mariene & Tom Hewitt
 McLean: Rte 123
 Tn RT.. On Old Dominion, go thru 2 Stop Lts
 At 3rd Turn LT into Hampton Hills
 Go to top of Hill Turn RT, TnHse o



i**INPUT**

Company: INPUT
 10790 Parkridge Blvd, Suite 200
 Reston, VA 20191
 Bus: (703) 707-3500
 Bus 2: (703) 707-3501 (VM)
 Bus Fax: (703) 707-6201
 Oth Fax: (703) 707-8208 (HR)
 Web Page: <http://www.input.com>
 Categories: INPUT
 VONAGE @ HOME:
 (703) 880-6387
 (415) 462-0463
 0207 993-4756

Our move date is 2/25/05.

INPUT (DHL Accounts)

Company: INPUT (DHL Accounts)
 E-mail: jswensson@input.com

 From: Jen Swensson
 Sent: Monday, February 07, 2005 8:22 AM
 To: Pat Cunningham
 Subject: RE: DHL package - URGENT

Our DHL account number is 757667323. For future reference the international account number is 966849486.

I will hol

INPUT Board of Directors

Full Name: INPUT Board of Directors
 Company: INPUT
 VA
 Categories: INPUT

INPUT Stockholders

Full Name: INPUT Stockholders
 Company: INPUT
 VA
 Categories: INPUT

l**LAIRD SQUARED****Laird, Jed**

Full Name: Jed Laird
 Job Title: Chairman & CEO
 Company: LAIRD SQUARED
 304 Park Avenue South
 11th Floor
 NYC, NY 10010
 Bus: (212) 590-2335
 Mobile: (646) 296-0354
 E-mail: jed@lairdsquared.com
 Categories: INPUT BOARD of DIRECTORS

m**MELTZER (Benefit Insurance)**

Company: MELTZER (Benefit Insurance)
 Web Page: <http://www.meltzer.com/>
 Categories: INPUT
 Our benefit broker is Meltzer. The work with both individuals and companies. Let me know if you are interested in speaking with them and I will get the name of the person to contact.

**MORRISON & FOERSTER LLP
Knox, Tom**

Full Name: Tom Knox
 Job Title: Partner
 Company: MORRISON & FOERSTER LLP
 1650 Tysons Boulevard, Suite 300
 McLean, Virginia 22102
 Bus: (703) 760-7317
 Home: (301) 229-9887
 Mobile: (703) 887-9890
 Bus Fax: (703) 760-7777
 E-mail: tknox@mfo.com
 Web Page: <http://www.mfo.com>
 Categories: INPUT
 Contact information for Tom Knox at Morrison Foerster. Jack Lewis also moved over to Morrison Foerster. I will forward his contact information next.

**MORRISON & FOERSTER LLP
Lewis, Jack**

Full Name: Jack Lewis
 Company: MORRISON & FOERSTER LLP
 Categories: INPUT
 Jack Lewis also moved over to Morrison Foerster.



W

WACHOVIA BANK Rowley, Todd

Full Name: Todd Rowley
Job Title: Senior Vice President
Company: WACHOVIA BANK
1970 Chain Bridge Road, VA1993
McLean, VA 22102
Bus: 703-760-5777
Mobile: (703) 282-0174
Bus Fax: 703-760-6172
E-mail: todd.rowley@wachovia.com
Bio: <http://www.nvtc.org/about/rowley.htm>

Todd is our primary contact at Wachovia. He is well respected locally. They offer specific services to executives of client companies. I am sure he could also refer you to lawyers and accountants that would b

WACHOVIA PRIVATE ADVISORY BANKING Waitz, Joseph

Full Name: Joseph Waitz
Company: WACHOVIA PRIVATE ADVISORY BANKING
Bus: (703) 760-5641
E-mail: joseph.waitz@wachovia.com
Subject: RE:

I spoke with Joe. Best times are 10am or 3pm on 7/19.

His contact information:
joseph.waitz@wachovia.com

OFFICE LEASE SUMMARY**OFFICE: Reston, VA**

cc: *Accounting/Lease Contracts Files*
Administration Lease File

SUBLANDLORD: Careerbuilder, LLC

SUBTENANT: INPUT, a Nevada corporation

GUARANTOR: None

ADDRESS: 10790 Parkridge Blvd. 2nd Floor Reston, VA 20191

SIZE: 2nd floor: 42,334 rentable square feet

TERM: Commences on the later of January 1, 2005 or the date the Premises is secured with additional doors and shall terminate on December 31, 2007. Estimated commencement date: February 15, 2005.

DEPOSIT: \$66,146.88

RENT:

<u>Time Period – Sublease Term</u>	<u>Rental/S.F.</u>	<u>Monthly Rental</u>
January 1, 2005 – March 31, 2005	\$0.00	\$0.00
April 1, 2005 – May 31, 2005	\$7.96	\$28,073.44
June 1, 2005 – December 31, 2005	\$18.75	\$66,146.88
January 1, 2006 – December 31, 2006	\$19.50	\$68,792.75
January 1, 2007 – December 31, 2007	\$20.28	\$71,544.46

* Should the Sublease Commencement Date be delayed, the rental schedule shall adjust accordingly. For instance if the Sublease Commencement Date is January 15, 2005, then the rent shall commence April 15, 2005.

PAYABLE BY: In advance on the first day of each month of the Sublease Term to Sublessor at the following address: CareerBuilder, LLC, Attn: Corporate Controller, 8420 West Bryn Mawr Avenue, Suite 1000, Chicago, IL 60631

OPERATING EXPENSES: Included in the base rent.

PARKING: Four (4) spaces per 1,000 rentable square feet and twelve (12) additional parking spaces as reserved and designated parking.

ON-SITE STORAGE: none outside premises

RENEW OPTIONS: None.

Time Period – if Sublease Term Extended	Rental/S.F.	Monthly Rental
January 1, 2008 – January 31, 2008	\$21.09	\$74,402.01

* If the Sublessee executes a prime lease with the Landlord this Sublease Term shall be extended for one (1) additional month and terminate on January 31, 2008

TERMINATION: None.

REAL ESTATE FEES: Broker fees paid by Sublandlord.

OFFICE LEASE SUMMARY
OFFICE: RESTON, VIRGINIA

cc: *Accounting/Lease Contracts Files*
 Administration Lease File

SUB-SUB-LANDLORD: Cooley Goodard, LLP, a California limited liability partnership

SUB-SUBTENANT: INPUT, a Nevada corporation

GUARANTOR: None

ADDRESS: 11951 Freedom Drive, Suite 1000, Reston, VA 20190-5658

SIZE: 10th floor. 22,272 Rentable Square Feet.

TERM: Commences April 15, 2003 and terminates March 31, 2008.

DEPOSIT: Two months rent or \$55,680.

RENT: Initial rent \$15 per square foot per year or \$27,840 per month.
 First months rent is abated.
 Rent increases \$1 per square foot each anniversary of the Commencement Date.

PAYABLE BY: The first day of each calendar month

OPERATING
EXPENSES: Included in the base rent.

PARKING: 78 spaces at no cost.

ON-SITE STORAGE: None outside premises

RENEW OPTIONS: None

TERMINATION: Either party has a right to terminate the lease effective March 31, 2005 (with six months advance notice).

REAL ESTATE FEES: Broker fees paid by Sub-Sub-landlord.

The Secretary reported that Mr. Scott Lewis had resigned his employment as Vice President of Sales as of February 21, 2003. She reported that the 50,000 of stock options offered to him under the Company's Incentive Stock Option Plan have been retired upon his termination

The Secretary reported the timetable agreed by the compensation committee for implementing a replacement plan for the 1993 Incentive Stock Option Plan which will expire in October 2003.

The Secretary reported that the company had moved into new office premises on April 28, 2003, and she had distributed to the Board a summary of the new office lease details provided by Mr. Strahan. After review and discussion the Board ratified the decision of management to sign the office lease with Cooley Goodard, LLP for 22,272 rentable square feet of office space at 11951 Freedom Drive, Suite 1000, Reston Virginia, at a monthly rent of \$27,840, from April 15th, 2003 terminating on March 31, 2008. Included is a clause to terminate earlier than 2008, if necessary. The old lease in Chantilly is currently on the market to be sub-let.

The Secretary reported that the signatories on two of the corporate banks accounts need to be changed due to the termination of employment of one of the signatories in 2002. After review, the following resolutions was proposed, seconded, and approved:

WHEREAS, the corporation wishes to change its signatories for the following listed bank accounts with Bank of America, Fairfax, Virginia,
BE IT RESOLVED, that this corporation authorizes the following persons to execute and sign checks on its behalf:

ACCOUNTS: Main Operating Account
Business Investment Account

SIGNATORIES:
Peter A. Cunningham
Patricia Cunningham
Kevin M. Plexico
Douglas S. Strahan

THE UNIVERSITY OF CHICAGO
DEPARTMENT OF CHEMISTRY
5408 S. UNIVERSITY AVE. CHICAGO, ILL. 60637

TO: [Name]
[Address]
[City, State, Zip]

FROM: [Name]
[Address]
[City, State, Zip]

SUBJECT: [Subject]
[Additional Information]
[Additional Information]

RE: [Reference]
[Additional Information]
[Additional Information]

DATE: [Date]
[Additional Information]
[Additional Information]

BY: [Signature]
[Additional Information]
[Additional Information]

CC: [Name]
[Address]
[City, State, Zip]

ENCLOSURE: [List of Enclosures]
[Additional Information]
[Additional Information]

OFFICE LEASE SUMMARY**OFFICE: VIRGINIA**

cc: *VA Lease Files*
US - Central Accounting/Lease Contracts File
US - Corporate Lease File

LANDLORD: Tysons Corner Associates II
c/o MN Properties Inc
c/o Teachers Insurance and Annuity Association of America
730 Third Avenue
New York, NY 10017-3206

The Galbreath Company
1919 Gallows Road, Suite 1000
Vienna, VA 22182

TENANT: INPUT (a California Corporation)

GUARANTOR: None

ADDRESS: Tysons International Plaza
1921 Gallows Road, Suite 250
Vienna, VA 22182

SIZE: 7,484 Square Feet

TERM: Five Years and Two Months
Original Dates: 2/1/95 -- 3/31/2000
Amended Dates: 2/6/95 -- 3/31/2000

DEPOSIT: Bank Letter of Credit: \$15,000
One Month's Rent: \$11,537.83

RENT: Rent Abatement - 50% of the first 4 months' Rents
Months Feb/Mar/Apr/May Rent Due \$5,768.92
Thereafter in 1st Year 6/95-1/96 Rent Due \$11,537.83
Thereafter increases @ 3% per year
(See attached Chart)

PAYABLE: BY _____ of each month.



OPERATING
EXPENSES:

Included in Base Year - Thru 12/95
Thereafter pay proportionate share of any increases.

PARKING:

26 Spaces Free for 3 years
Last two years - up to 26 spaces @ est. of \$50 per month

ON-SITE STORAGE:

Available in basement at \$12.00 sq.ft.

RENEW OPTIONS:

One option to renew for 5 years
240 days written notice required

TERMINATION:

240 days written notice to renew or terminate at end of 5 years
Notice required by July 31, 1999

REAL ESTATE FEES:

Payable by Landlord to Broker:
Robert Turner
Fred Ezra Company







Pat Cunningham

Full Name: William H. Bryant
Last Name: Bryant
First Name: William
Company: BRYANT CLOHAN & BARUH LLP

Business Address: 550 Hamilton Avenue, Suite 220
Palo Alto, CA 94301
Home Address: 24 Sandstone
Portola Valley, CA 94028

Business: (650) 324-1606
Business 2: (650) 470-1040 Direct
Home: (650) 851-1437
Business Fax: (650) 324-4613

E-mail: wbryant@bcblegal.com
E-mail Display As: Bill Bryant

Spouse: Judy Ott
Assistant: Jackie Braun (650) 470-1041

Categories: Accountants & Attornies, INPUT, Xmas Card

INPUT Board of Directors Elected 3/20/81

Partners:

Frank E. Clohan

Jeffrey A. Baruh

FYI

BRYANT, CLOHAN & BARUH, LLP
ATTORNEYS AT LAW

550 HAMILTON AVENUE, SUITE 220
PALO ALTO, CALIFORNIA 94301
TELEPHONE: (650) 324-1806
FACSIMILE: (650) 324-4613

WRITER'S DIRECT NUMBER

650-470-1054

WRITER'S E-MAIL ADDRESS

cgarene@bcmmb.com

December 14, 2001

Dear Client:

Effective January 1, 2002 Bryant, Clohan, Eller, Maines & Baruh, LLP will become Bryant, Clohan & Baruh LLP.

William H. Bryant, Frank E. Clohan and Jeffrey A. Baruh, the three founding partners of the firm in 1990, will continue in practice together at the same location: 550 Hamilton Avenue, Suite 200, Palo Alto, Ca. 94301.

James J. Eller will continue his practice, independently, at the firm's (former) San Jose office located at 303 Almaden Blvd., 5th Floor, San Jose, CA 95110.

Robert L. Maines will continue his practice, Independently and as "Of Counsel" to Bryant, Clohan & Baruh LLP at the Palo Alto address.

Please make your checks payable to the new firm name - Bryant, Clohan & Baruh LLP. Should you have any questions, please feel free to contact Cathy Greene, Business Manager at 650-470-1054.



Pat Cunningham

Full Name: Tom Knox
Last Name: Knox
First Name: Tom
Job Title: Partner
Company: SHAWPITTMAN

Business Address: 1650 Tysons Blvd
McLean VA
22102-4859

Business: (703) 770-7790
Company Main Phone: (703) 770-7900
Home: (301) 229-9887
Business Fax: (703) 770-7901

E-mail: tom.knox@shawpittman.com
E-mail Display As: Tom Knox (tom.knox@shawpittman.com)

Categories: Accounting & Legal

Partner in charge of INPUT Account



Pat Cunningham

Full Name: Dan Westman
Last Name: Westman
First Name: Dan
Job Title: Partner
Company: SHAWPITTMAN

Business Address: 1650 Tysons Blvd
McLean VA
22102-4859

Business: (703) 770-7616
Home: (703) 757-7796

E-mail: dan.westman@shawpittman.com
E-mail Display As: Dan Westman (dan.westman@shawpittman.com)

Categories: Accountants & Attornies

Attorney for Employment / HR Matters



Pat Cunningham

Full Name: Herb Engert
Last Name: Engert
First Name: Herb
Job Title: Partner
Company: ERNST & YOUNG

Business Address: 8484 Westpark Drive
McLean VA 22102

Business: (703) 747-1273
Mobile: (703) 622-9848
Business Fax: (703) 747-0135

E-mail: herb.engert@ey.com
E-mail Display As: Herb Engert (herb.engert@ey.com)

Categories: Accountants & Attornies

@ January 2003: Partner in Charge of INPUT Account



Pat Cunningham

Full Name: Susan J. Loftus
Last Name: Loftus
First Name: Susan
Company: ERNST & YOUNG

Business Address: 8484 Westpark Drive
McLean, VA 22104

Business: (703) 747-1547
Mobile: (571) 235-8291
Business Fax: (703) 747-0128

E-mail: Susan.Loftus@ey.com
E-mail Display As: Susan J. Loftus (Susan.Loftus@ey.com)

Assistant: Jennifer Bergin - 703-747-1475

Categories: Accountants & Attornies

@ January 2003: INPUT Tax Contact





GRADUAS
SUSAN

INCORPORATE IN NEVADA

INCORPORATION DATE VERIFIED: AUGUST 23, 2000
FEDERAL TAX ID: 54-2015621

MEETING APRIL 13TH, 2000

- May make sense to move to Nevada as we have no employees and no place of business in Ca. If we incorporate in Nevada and then establish an office in Ca we would have to qualify as a foreign corporation.
- NB: Bill: To prepare an analysis for next meeting.

MEETING MAY 16TH

- Bill: Apologies for not doing Analysis. To complete an analysis by next meeting.

MEETING JUNE 13TH

- We will progress with the New Nevada Corporation and file for reservation of the INPUT Name. Bill will report by next meeting

MEETING JULY 11TH

- Bill: Sent out on Friday formal name reservation of INPUT – this will be good until October 1st.
- Decision was made to push through move of article of incorporation to Nevada.
- Simple Procedures:
 - Form a New Corporation "INPUT" in Nevada
 - Merge the old California Corporation into the New one
 - Issue Shares
 - Redistribute New Stock for old
 - Tax Free Exchange
 - Transfer of all assets and liabilities
- Cost approximately \$2,000
- Reasons to move:
 - Unitary Tax in CA whereby a CA Corporation is taxed on Worldwide Income.
 - minimum CA State tax to pay annually of \$800.00.
 - Nevada – No State Tax
 - Nevada – No Sales Tax (check)

PEC – to prepare a formal Board Resolution to Approve this action.

MEETING AUGUST 15TH

- Bill: Reservation of INPUT name in Nevada Approved.
- Closing the final details on the incorporating the company in Nevada. Bill to have completed by end of the month.
- To Use PAC/PEC's business address, also David H's. Business Address (Pat to send).

MEETING SEPTEMBER 12th

Pat reported Regarding the incorporation in Nevada :

- Received from Bill Bryant the Certificate of Incorporation in State of Nevada dated August 23, 2000
- Determined that the Merger of California into the Nevada Corporation will take place on January 1, 2001 (for administrative and accounting purposes)
 - Lang recommends we keep a file of start up expenses that can be amortized
- The Articles of Incorporation have been filed – copy on way to Pat
- Bill is still working on the Bye-Laws and Minutes of Incorporation
- Also working on an Agreement to Merge (simple document stating the assets and liabilities will be assumed by the NV Corporation, and shares exchanged).
- A certificate of Merger to be filed in Nevada and California.
- The filing date will be the effective date of merger *
- This will also be subject to the approval of each state's tax departments.
- Pat provided a list of Directors and Officers of the new Nevada Corporation to Bill Bryant. (Same list as for California)

MEETING JANUARY 16th, 2001

- Nevada: Transaction complete but Bill hasn't received paperwork yet. This is not too surprising since it frequently takes them awhile to process it.
MERGER DATE: JANUARY 1, 2001
STOCK CERTIFICATES: He doesn't believe we need to reissue stock certificates. The switch to the Nevada corp from the California corp on the stock certificates should be automatic and doesn't require any additional paperwork.
- Peter reported he had sent a letter notifying Computer Associates about the transfer of INPUT – CA to INPUT Nevada, in accordance with the CA (Sterling) Note.



MERGER OF INPUT CALIFORNIA AND INPUT NEVADA

The Board of Directors of INPUT recommends that it would be in the interests of the corporation for INPUT to incorporate in the State of Nevada and merge the California Corporation into the new Nevada Corporation.

INPUT no longer maintains a presence, office facilities or employees in California.

The new INPUT a Nevada Corporation would assume the assets and liabilities of the California Corporation, and the shares would be transferred into the Nevada Corporation. This would be a Tax Free Exchange.



**ACTION BY WRITTEN CONSENT
OF A MAJORITY OF THE SHAREHOLDERS
OF
INPUT,
A Nevada Corporation**

OPY

The undersigned, constituting the owners of a majority of the voting power and outstanding shares INPUT, A Nevada Corporation, acting pursuant to the authority of the Revised Statutes of the State of Nevada and the Bylaws of this Corporation, Consent to the taking of the actions and adopt the resolutions set forth below.

This written Consent of the Shareholders is in lieu of a meeting, and all of the actions taken and resolutions set forth in it shall have the same force and effect as if they were taken or adopted at a meeting.

WHEREAS, after due consideration, the Shareholders holding a majority in interest of the stock of this Corporation deem it to be in the best interests of this Corporation to increase the authorized number of shares the Corporation is permitted to issue, and further, to effect and a stock split of the Corporation's shares;

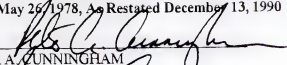
NOW, THEREFORE, BE IT:


RESOLVED, that the officers of this Corporation are authorized and directed to take any and all actions and to execute any and all documents necessary to increase the authorized number of shares this Corporation is permitted to issue from 7,500,000 to 20,000,000 shares, including, but not limited to, the filing of an Amendment to the Articles of Incorporation with the Nevada Secretary of State.

RESOLVED, FURTHER, that the officers of this Corporation are authorized and directed to take any and all actions and to execute any and all documents necessary to effect a ten (10) for one (1) stock split of the stock of this Corporation, which split is hereby declared by the Board of Directors. Each one (1) share of stock of the Corporation shall be divided and shall become ten (10) shares.

Dated: January 10th, 2002

PETER A. and PATRICIA CUNNINGHAM, Or Their
Successor(s), Trustees of THE PETER A. AND
PATRICIA CUNNINGHAM FAMILY TRUST
Dated May 26, 1978, As Restated December 13, 1990

By: 
PETER A. CUNNINGHAM
Trustee

By: 
PATRICIA CUNNINGHAM
Trustee



Pat Cunningham

From: WILLIAM H. BRYANT
To: <alawson@input.com>
Cc: <patc@input.com>
Sent: Thursday, March 01, 2001 2:10 PM
Subject: Re: Corporate Questions
Thursday
March 1, 2000

Angela:

In answer to your questions:

The date of incorporation of INPUT [Nevada] is August 23, 2000.

There is no Certificate of Authority document in Nevada. I believe its counterpart would be the "Corporate Charter", which bears the same date as the incorporation date.

The type of corporation is a stock corporation.

The Federal Tax I.D. Number for INPUT [Nevada] is 54-2015621.

If the person you are referring to is truly an employee [as opposed to an independent contractor], INPUT will need to qualify as a foreign corporation in Pennsylvania.

William H. Bryant
wbryant@bcemb.com

>>> "Angela Lawson" <alawson@input.com> 02/28/01 07:12AM >>>

Mr. Bryant:

I have an employee who lives in PA and I need to apply to PA for a employer ID#.

The registration form is asking me the following:

- 1) Date on Incorporation
- 2) Certificate of Authority Date
- 3) Type of Corporation - stock, management, professional, cooperative, non-stock or statutory close?

Can you help me with these questions?

Thanks,
Angela Lawson
Controller

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have received this email and any such files in error and that any use, dissemination, forwarding, printing or copying of this email and/or any such files is strictly prohibited. If you have received this email in error please immediately notify postmaster@input.com and destroy the original message and any such files.



Pat Cunningham

From: Linda Reistroffer [lreistroffer@input.com]
Sent: Wednesday, April 17, 2002 1:24 PM
To: 'Pat Cunningham'
Subject: RE: EINs



State EINs.xls
(17 KB)

Pat -

Sorry for the delay here. I just needed to make a call to DC Tax Office as I am still waiting on a letter of verification of the new SIT-EIN to forward to ADP. The District of Columbia is unfortunately not very well known for their speed and efficiency!

Anyway, I am confident the numbers are correct so I am sending you the spreadsheet.

Thanks -

Linda

-----Original Message-----

From: Pat Cunningham [mailto:patc@input.com]
Sent: Saturday, April 13, 2002 10:38 AM
To: Linda Reistroffer
Subject: EINs

Just a reminder that you were going to send that list of EIN numbers to me via e-mail.

Thanks for your help on this matter.

Thanks - Pat



INPUT

State SIT-EINs & SUI-EINs

FEIN 54-2015621 (Prior to 2001 94-2385674)

State	SIT-EIN	SUI-EIN
DC	54-2015621	N/A
MD	1012925-0	0074016294
PA	90-913-750	28-13730-3
VA	0019942759	0006611249
WV	54-201-5621-001	N/A



Pat Cunningham

From: Linda Reistroffer
To: 'Pat Cunningham' <patc@input.com>
Sent: Tuesday, December 18, 2001 2:27 PM
Attach: S State Tax IDs 12.18.01 LR.xls
Subject: RE: VA Business Registration
Pat -

Here is the list of current states that we are scheduled to pay SIT to through ADP. I called each state to verify the SIT-EIN and the FEIN that they have on record. MD and PA were correct but the others had us with the old FEIN, which means that the SIT-EINs were not going to be correct either. Whenever you change your Fed ID tax number the SIT-EIN for each state will change too because they base their number off of the FEIN (some, like DC and WV even use the same number). So it looks like some of the states were updated back in Feb, but not all of them. I will also need to call the unemployment offices for those states that apply to us and check those numbers because they may need to be changed too. Please let me know if you have any questions.

Thanks,
Linda

-----Original Message-----

From: Pat Cunningham [mailto:patc@input.com]
Sent: Tuesday, December 18, 2001 12:28 PM
To: Linda Reistroffer
Subject: Re: VA Business Registration

Please use the office address for Peter and myself.

Can you please send me the list of States with their EIN numbers that you are using?

I understood that they changed the Virginia Payroll to the new EIN back in February last year, so don't understand why this is incorrect at this time?

Thanks - Pat

----- Original Message -----

From: Linda Reistroffer <lreistroffer@input.com>
To: Pat Cunningham <patc@input.com>
Sent: Tuesday, December 18, 2001 12:20 PM
Subject: VA Business Registration

| Pat -



I have been in the process of verifying our new FEIN with each state we are registered in for payroll purposes (many of them still had the old ID number). Where Virginia is concerned, they require us to re-register in the state with the new federal ID number. Part of this

application requires a list of Officers and their addresses. I am using the office address for the others but am not sure whether you would prefer I use the office address or your home address for you and

Peter. Could you please let me know your preference so that I can complete the forms and get them sent off.

Thank You

Linda Reistroffer
Accountant

INPUT
14900 Conference Center Drive
Suite 225
Chantilly, VA 20151
703-814-8031 phone
703-378-8804 fax
lreistroffer@input.com



State SIT-EIN on file as of 11/27/01 FED-EIN on file as of 11/27/01

DC Uses Fed EIN
MD 1012925 0
PA 9091 3750

94-2385674 (old)
54-2015621 (new)
54-2015621 (new)

VA 0012344351
WV 94-238-5674-001

94-2385674 (old)
94-2385674 (old)

Faxed letter 11/27 on company letterhead giving new FEIN information so that the state EIN can be changed

Correct - no changes necessary

Correct - no changes necessary

Per VA - New Form R-1 (Business Registration Application) needs to be filed under the new Fed EIN

Called 11/27 and provided correct information via phone

*** Inactive states canceled from ADP reporting: CA, DE, NJ, NM, NY



F41

BRYANT, CLOHAN & BARUH, LLP
ATTORNEYS AT LAW

550 HAMILTON AVENUE, SUITE 220
PALO ALTO, CALIFORNIA 94301
TELEPHONE: (650) 324-1006
FACSIMILE: (650) 324-4613

WRITER'S DIRECT NUMBER
650-470-1054

WRITER'S E-MAIL ADDRESS
cgreene@bcemb.com

December 14, 2001

Dear Client:

Effective January 1, 2002 Bryant, Clohan, Eller, Maines & Baruh, LLP will become Bryant, Clohan & Baruh LLP.

William H. Bryant, Frank E. Clohan and Jeffrey A. Baruh, the three founding partners of the firm in 1990, will continue in practice together at the same location: 550 Hamilton Avenue, Suite 200, Palo Alto, Ca. 94301.

James J. Eller will continue his practice, independently, at the firm's (former) San Jose office located at 303 Almaden Blvd., 5th Floor, San Jose, CA 95110.

Robert L. Maines will continue his practice, independently and as "Of Counsel" to Bryant, Clohan & Baruh LLP at the Palo Alto address.

Please make your checks payable to the new firm name – **Bryant, Clohan & Baruh LLP**. Should you have any questions, please feel free to contact Cathy Greene, Business Manager at 650-470-1054.



BYLAWS
of
INPUT,
A Nevada Corporation

ARTICLE 1

OFFICES

SECTION 1. PRINCIPAL EXECUTIVE OFFICE. The principal office of the Corporation is hereby fixed as 14900 Conference Center Drive, Suite 225, Chantilly, Virginia 20151. The name and address of the Registered Agent for the Corporation in the State of Nevada is THE CORPORATION TRUST COMPANY OF NEVADA, 6100 Neil Road, Suite 500, Reno, Nevada 89511.

SECTION 2. OTHER OFFICES. Branch or subordinate offices may be established by the Board of Directors at such other places as may be desirable.

ARTICLE II
SHAREHOLDERS

SECTION 1. PLACE OF MEETING. Meetings of shareholders shall be held either at the principal executive office of the corporation or at any other location within or without the State of Nevada which may be designated by written consent of all persons entitled to vote thereat.

SECTION 2. ANNUAL MEETINGS. The annual meeting of shareholders shall be held on such day and at such time as may be fixed by the Board; provided, however, that should said day fall upon a Saturday, Sunday, or legal holiday observed by the Corporation at its principal executive office, then any such meeting of shareholders shall be held at the same time and place on the next day thereafter ensuing which is a full business day. At such meetings, directors shall be elected by plurality vote and any other proper business may be transacted.



SECTION 3. **SPECIAL MEETINGS.** Special meetings of the shareholders may be called for any purpose or purposes permitted under Chapter 78 of Nevada Revised Statutes at any time by the Board, the Chairman of the Board, the President, or by the shareholders entitled to cast not less than twenty-five percent (25%) of the votes at such meeting. Upon request in writing to the Chairman of the Board, the President, any Vice-President or the Secretary, by any person or persons entitled to call a special meeting of shareholders, the Secretary shall cause notice to be given to the shareholders entitled to vote, that a special meeting will be held not less than five (5) nor more than sixty (60) days after the date of the notice.

SECTION 4. **NOTICE OF ANNUAL OR SPECIAL MEETING.** Written notice of each annual meeting of shareholders shall be given not less than five(5) nor more than sixty (60) days before the date of the meeting to each shareholder entitled to vote thereat. Such notice shall state the place, date and hour of the meeting and (i) in the case of a special meeting the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the shareholders, but, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of the nominees intended, at the time of the notice, to be presented by management for election.

Notice of a shareholders' meeting shall be given either personally or by mail or, addressed to the shareholder at the address of such shareholder appearing on the books of the corporation or if no such address appears or is given, by publication at least once in a newspaper of general circulation in Washoe County, Nevada.



An affidavit of mailing of any notice, executed by the Secretary, shall be prima facie evidence of the giving of the notice.

SECTION 5. QUORUM. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders. If a quorum is present, the affirmative vote of the majority of shareholders represented and voting at the meeting on any matter, shall be the act of the shareholders. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the number of shares required as noted above to constitute a quorum. Notwithstanding the foregoing, (1) the sale, transfer and other disposition of substantially all of the corporation's properties and (2) a merger or consolidation of the corporation shall require the approval by an affirmative vote of not less than two-thirds (2/3) of the corporation's issued and outstanding shares.

SECTION 6. ADJOURNED MEETING AND NOTICE THEREOF. Any shareholders meeting, whether or not a quorum is present, may be adjourned from time to time. In the absence of a quorum (except as provided in Section 5 of this Article), no other business may be transacted at such meeting.

It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however when a shareholders meeting is adjourned for more than forty-five (45) days or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be



given as in the case of an original meeting.

SECTION 7. VOTING. The shareholders entitled to notice of any meeting or to vote at such meeting shall be only persons in whose name shares stand on the stock records of the corporation on the record date determined in accordance with Section 8 of this Article.

SECTION 8. RECORD DATE. The Board may fix, in advance, a record date for the determination of the shareholders entitled to notice of a meeting or to vote or entitled to receive payment of any dividend or other distribution, or any allotment of rights, or to exercise rights in respect to any other lawful action. The record date so fixed shall be not more than sixty (60) nor less than ten (10) days prior to the date of the meeting nor more than sixty (60) days prior to any other action. When a record date is so fixed, only shareholders of record on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, or to exercise of the rights, as the case may be, notwithstanding any transfer of shares on the books of the corporation after the record date. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting unless the Board fixes a new record date for the meeting. The Board shall fix a new record date if the meeting is adjourned for more than forty-five (45) days.

If no record date is fixed by the Board, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which notice is given. The record date for determining shareholders for any purpose



other than as set in this Section 8 or Section 10 of this Article shall be at the close of the day on which the Board adopts the resolution relating thereto, or the sixtieth day prior to the date of such other action, whichever is later.

SECTION 9. **CONSENT OF ABSENTEES.** The transactions of any meeting of shareholders, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 10. **ACTION WITHOUT MEETING.** Any action which, under any provision of law, may be taken at any annual or special meeting of shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the actions to be taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Unless a record date for voting purposes be fixed as provided in Section 8 of this Article, the record date for determining shareholders entitled to give consent pursuant to this Section 10, when no prior action by the Board has been taken, shall be the day on which the first written consent is given.

SECTION 11. **PROXIES.** Every person entitled to vote shares has the right to do so either in person or by one or more persons authorized by a written proxy executed by such shareholder and filed with the Secretary not less than five (5)



days prior to the meeting.

SECTION 12. CONDUCT OF MEETING. The President shall preside as Chairman at all meetings of the shareholders, unless another Chairman is selected. The Chairman shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal or parliamentary rules or principles of procedure. The Chairman's ruling on procedural matters shall be conclusive and binding on all shareholders, unless at the time of ruling a request for a vote is made by the shareholders entitled to vote and represented in person or by proxy at the meeting, in which case the decision of a majority of such shares shall be conclusive and binding on all shareholders without limiting the generality of the foregoing, the Chairman shall have all the powers usually vested in the chairman of a meeting of shareholders.

ARTICLE III
DIRECTORS

SECTION 1. POWERS. Subject to limitation of the Articles of Incorporation, of these bylaws, and of actions required to be approved by the shareholders, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may, as permitted by law, delegate the management of the day-to-day operation of the business of the corporation to a management company or other persons or officers of the corporation provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, it is hereby expressly declared that the Board shall have the following powers:

- (a) To select and remove all of the officers, agents



ACTION BY WRITTEN CONSENT
OF A MAJORITY OF THE SHAREHOLDERS
OF

COPY

INPUT,
A Nevada Corporation

The undersigned, constituting the owners of a majority of the voting power and outstanding shares INPUT, A Nevada Corporation, acting pursuant to the authority of the Revised Statutes of the State of Nevada and the Bylaws of this Corporation, Consent to the taking of the actions and adopt the resolutions set forth below.

This written Consent of the Shareholders is in lieu of a meeting, and all of the actions taken and resolutions set forth in it shall have the same force and effect as if they were taken or adopted at a meeting.

WHEREAS, after due consideration, the Shareholders holding a majority in interest of the stock of this Corporation deem it to be in the best interests of this Corporation to increase the authorized number of directors of the Corporation;

NOW, THEREFORE, BE IT:

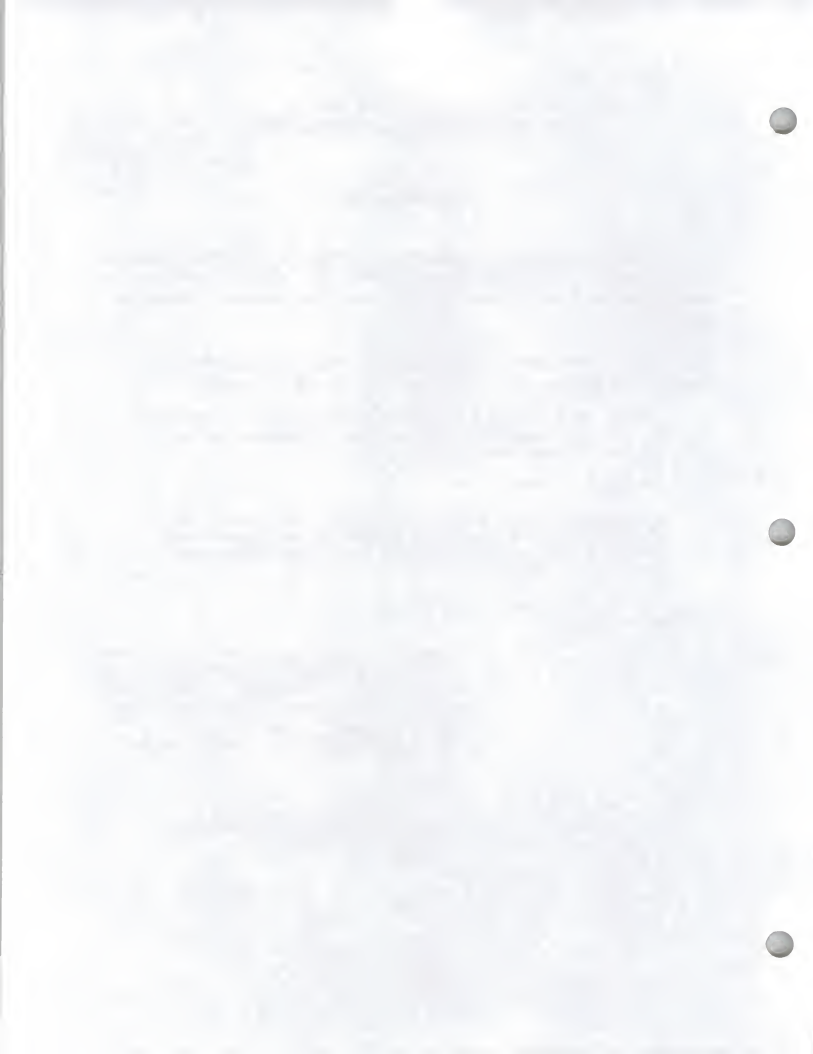
RESOLVED, that the officers of this Corporation are authorized and directed to take any and all actions and to execute any and all documents necessary to amend Article III, Section 2 of the Bylaws to increase the authorized number of directors of this Corporation from five (5) to six (6) directors.

Dated: December 18th, 2002

PETER A. and PATRICIA CUNNINGHAM, Or Their
Successor(s), Trustees of THE PETER A. AND
PATRICIA CUNNINGHAM FAMILY TRUST
Dated May 26, 1978 As Restated December 13, 1990

By: 
PETER A. CUNNINGHAM
Trustee

By: 
PATRICIA CUNNINGHAM
Trustee



and employees of the corporation, prescribe the powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or by these bylaws, fix their compensation, and require from them, if necessary, security for faithful service.

(b) To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or these bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal, and to prescribe the forms of certificates of stock and to alter the form of such seal and such of certificates from time to time in their judgment they deem best.

(d) To authorize the issuance of shares of stock of the corporation from time to time, upon such terms and for such consideration as may be lawful.

(e) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidence of debt and securities therefor.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of directors shall be five (5) until changed by amendment of the Articles or by a bylaw duly adopted by approval of the outstanding shares amending this Section 2.

SECTION 3. ELECTION AND TERM OF OFFICE. The directors shall be elected at each annual meeting of shareholders but if any such annual meeting is not held or the directors are not



elected thereat, the directors may be elected at any special meeting of shareholders held for that purpose. Each director shall hold office until the next annual meeting and until a successor has been elected and qualified.

SECTION 4. CHAIRMAN OF THE BOARD. At the regular meeting of the Board, the first order of business will be to select, from its members, a Chairman of the Board whose duties will be to preside over all board meetings until the next annual meeting and until a successor has been chosen.

SECTION 5. VACANCIES. Any director may resign effective upon giving written notice to the Chairman of the Board, the President, Secretary, or the Board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board including those existing as a result of a removal of a director, shall be filled by the shareholders at a special meeting, and each director so elected shall hold office until the next annual meeting and until such director's successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director or if the authorized number of directors be increased, or if the shareholders fail, at any annual or special meeting of shareholders at which any directors are elected, to elect the full authorized number of directors to be voted for the meeting.

The Board may declare vacant the office of a director who has been declared of unsound mind or convicted of a felony by an order of court.



The shareholders may elect a director or directors at any time to fill any vacancy or vacancies. Any such election by written consent requires the consent of a majority of the outstanding shares entitled to vote. If the Board accepts the resignation of a director tendered to take effect at a future time, the shareholder shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

SECTION 6. PLACE OF MEETING. Any meeting of the Board shall be held at any place within or without the State of Nevada which has been designated from time to time by the Board. In the absence of such designation meetings shall be held at the principal executive office of the corporation.

SECTION 7. REGULAR MEETINGS. Immediately following each annual meeting of shareholders the Board shall hold a regular meeting for the purpose of organization, selection of a Chairman of the Board, election of officers, and the transaction of other business. Call and notice of such regular meeting is hereby dispensed with.

SECTION 8. SPECIAL MEETINGS. Special meetings of the Board for any purposes may be called at any time by the Chairman of the Board, the President, or the Secretary or by any two directors.

Special meetings of the Board shall be held upon at least four (4) days written notice or forty-eight (48) hours notice given personally or by telephone, telegraph, telex or other similar means of communication. Any such notice shall be



addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for the purposes of notice.

SECTION 9. QUORUM. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles of Incorporation. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the number of directors required as noted above to constitute a quorum for such meeting.

SECTION 10. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participate in such meeting can hear one another.

SECTION 11. WAIVER OF NOTICE. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

SECTION 12. ADJOURNMENT. A majority of the directors



present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.

SECTION 13. FEES AND COMPENSATION. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

SECTION 14. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

SECTION 15. COMMITTEES. The board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action which requires shareholders' approval or approval of the outstanding shares;
- (b) The filling of vacancies on the Board or on any committees;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;



(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable by a committee of the board;

(f) A distribution to the shareholders of the corporation;

(g) The appointment of other committees of the Board or the members thereof.

Any such committee must be appointed by resolution adopted by a majority of the authorized number of directors and may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular or special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

ARTICLE IV

OFFICERS

SECTION 1. **OFFICERS.** The officers of the corporation shall be a **president**, a **secretary** and a **treasurer**. The corporation may also have, at the discretion of the Board, **one or more vice-presidents**, **one or more assistant vice presidents**, **one or more assistant secretaries**, **one or more assistant treasurers** and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article.

SECTION 2. **ELECTION.** The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this



Article, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

SECTION 3. SUBORDINATE OFFICERS. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the Board, or the President may from time to time direct.

SECTION 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board of Directors at any time, or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall be necessary to make it effective.

SECTION 5. VACANCIES. A vacancy of any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these bylaws for the regular election or appointment to such office.

SECTION 6. PRESIDENT. The President shall be the chief executive officer and general manager of the corporation. The President shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board at all meetings of the Board. The president has the general powers and duties of management usually vested in the chief executive officer and the



general manager of a corporation and such other powers and duties as may be prescribed by the Board.

SECTION 7. VICE PRESIDENTS. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the President or the Board.

SECTION 8. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive offices and such other place as the Board may order, a book of minutes of all meetings of shareholders, the Board, and its committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, the number of shares present or represented at shareholders' meetings, and proceedings thereof. The Secretary shall keep, or cause to be kept, a copy of the bylaws of the corporation at the principal executive office of the corporation.

The Secretary shall keep, or cause to be kept, at the principal executive office, a share register, or a duplicate share register, showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the Board and any



committees thereof required by these bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

SECTION 9. **TREASURER.** The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and financial transactions of the corporation, and shall send or cause to be sent to the shareholders of the corporation such financial statements and reports as are by law or these bylaws required to be sent to them.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all transactions as Treasurer and of the financial conditions of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

SECTION 10. **AGENTS.** The President, any Vice-President, the Secretary or Treasurer may appoint agents with power and authority, as defined or limited in their appointment, for and on behalf of the corporation to execute and deliver, and affix the seal of the corporation thereto, to bonds, undertakings, recognizance, consents of surety or other written obligations in the nature thereof and any said officers may remove any such agent and revoke the power and authority given to him.



ARTICLE V
OTHER PROVISIONS

SECTION 1. DIVIDENDS. The Board may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and on the terms and conditions provided by law, subject to any contractual restrictions on which the corporation is then subject.

SECTION 2. INSPECTION OF BY-LAWS. The Corporation shall keep in its Principal executive Office the original or a copy of these bylaws as amended to date which shall be open to inspection to shareholders at all reasonable times during office hours. If the Principal Executive Office of the corporation is outside the State of Nevada and the Corporation has no principal business office in such State, it shall upon the written notice of any shareholder furnish to such shareholder a copy of these bylaws as amended to date.

SECTION 3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

ARTICLE VI
INDEMNIFICATION

SECTION 1. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. Subject to the limitations of law, if any, the corporation shall have the power to indemnify any director,



officer, employee and agent of the corporation who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of to procure a judgement in its favor) against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, provided that the Board shall find that the director, officer, employee or agent acted in good faith and in a manner which such person reasonably believed in the best interests of the corporation and, in the case of criminal proceedings, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere shall not, of itself create a presumption that such person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that such person had reasonable cause to believe such person's conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR ON BEHALF OF THE CORPORATION. Subject to the limitations of law, if any, the Corporation shall have the power to indemnify any director, officer, employee and agent of the corporation who was or is threatened to be made a party to any threatened, pending or completed legal action by or in the right of the Corporation to procure a judgement in its favor, against expenses actually and reasonable incurred by such person in connection with the defense or settlement, if the Board of Directors determine that such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person would use under similar circumstances.

SECTION 3. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt

of an undertaking by or on behalf of the officer, director, employee or agent to repay such amount unless it shall be determined ultimately that the officer or director is entitled to be indemnified as authorized by this Article.

SECTION 4. INSURANCE. The corporation shall have power to purchase and maintain insurance on behalf of any officer, director, employee or agent of the Corporation against any liability asserted against or incurred by the officer, director, employee or agent in such capacity or arising out of such person's status as such whether or not the corporation would have the power to indemnify the officer, or director, employee or agent against such liability under the provisions of this Article.

ARTICLE VII

AMENDMENTS

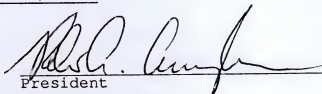
These bylaws may be altered, amended or repealed either by approval of a majority of the outstanding shares entitled to vote or by the approval of the Board; provided however that after the issuance of shares, a bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a flexible Board or vice versa may only be adopted by the approval by an affirmative vote of not less than two-thirds of the corporation's issued and outstanding shares entitled to vote.

CERTIFICATE OF PRESIDENT

THIS IS TO CERTIFY that I am the duly elected,
qualified and acting president of INPUT,
A Nevada Corporation, and that the above and foregoing
Bylaws, constituting a true original copy were duly adopted as
the Bylaws of said corporation on August 31, 2000, by the
Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand.

Dated: August 31, 2000



President

PETER A. CUNNINGHAM



Pat Cunningham

From: Pat Cunningham [patc@input.com]
Sent: Wednesday, August 21, 2002 10:18 AM
To: 'Rhonda Henderson'
Subject: RE: Nevada - Annual Filing

Thanks for the info. - Pat

-----Original Message-----

From: Rhonda Henderson [mailto:rhenderson@input.com]
Sent: Tuesday, August 20, 2002 2:39 PM
To: 'Pat Cunningham'
Subject: Nevada - Annual Filing

FYI, I received the Certificate back for the Nevada Annual Filing for 2002 and have filed it.

Rhonda Henderson
Administration Manager
INPUT
PH: (703) 378-8740
Fax: (703) 378-8806

COMPANY PROFILE

II. INPUT, INC. - VIRGINIA

1. NAME

INPUT, A NEVADA CORPORATION authorized to do business as INPUT, Inc in the State of Virginia

2. ADDRESS

@ February 25, 2005
10790 Parkridge Blvd, Suite 200
Reston, VA 20191
County of Fairfax
Tel: (703) 378-8740
Fax: (703) 378-8804

3. INCORPORATION DATE(S)

December 4, 1984 INPUT Inc. was incorporated in State of Virginia as a subsidiary of INPUT, a California Corporation.
Dissolved 12/31/93

January 6 1994 INPUT, a California Corporation Authorized to do business in the State of Virginia as INPUT, Inc.

January 1, 2001 INPUT, a Nevada Corporation, assumed the assets and liabilities of INPUT, a California Corporation:
- Annual Registration Notice filed in May __, 2001 with the State of Virginia, amended to reflect change from California to Nevada as of January 1, 2001.

4. OWNERSHIP

100% Owned Branch of INPUT, a Nevada Corporation

5. FISCAL YEAR

Year ending December 31

6. TAX IDENTIFICATION NUMBER

Federal: 54-2015621 – as for Nevada Corporation.
(Prior - 94-238 66429 As for California Corporation)
State: VA 0004424890



7. REGISTERED AGENT/OFFICE

INPUT, Inc.
Kevin Plexico
10790 Parkridge Blvd, Suite 200
Reston, VA 20191
County of Fairfax

8. STATUTORY AUDITORS

See INPUT (Nevada)

9. LEGAL COUNSEL

See INPUT (Nevada)

10. DIRECTORS

N/A

11. BOARD/AGM MEETINGS

N/A



Angela Lawson

From: WILLIAM H. BRYANT [wbryant@bcemb.com]
Sent: Thursday, March 01, 2001 6:57 PM
To: alawson@input.com
Subject: RE: Corporate Questions

INC IN PENNSYLVANIA

Thursday
March 1, 2001
3:45 p.m.

Angela:

If they have advised you that you do not need to register, I would just put a note in the file to that effect and do nothing further.

William H. Bryant
wbryant@bcemb.com

*Sarah Wells
moved to PA 1/01*

>>> "Angela Lawson" <alawson@input.com> 03/01/01 11:24AM >>>
Thank you for your timely response. I have called the Dept of Revenue, Corp Division and they told me she wasn't a sales rep/agent or did business with the general PA public.
Therefore, we do not need to register as a foreign corp in PA.
I can write to the Office of Chief Counsel and get a formal ruling. What do you think?
Angela

-----Original Message-----
From: WILLIAM H. BRYANT [mailto:wbryant@bcemb.com]
Sent: Thursday, March 01, 2001 1:11 PM
To: alawson@input.com
Cc: patc@input.com
Subject: Re: Corporate Questions

Thursday
March 1, 2000

Angela:

In answer to your questions:

The date of incorporation of INPUT [Nevada] is August 23, 2000.

There is no Certificate of Authority document in Nevada. I believe its counterpart would be the "Corporate Charter", which bears the same date as the incorporation date.

The type of corporation is a stock corporation.

The Federal Tax I.D. Number for INPUT [Nevada] is 54-2015621.

If the person you are referring to is truly an employee [as opposed to an independent contractor], INPUT will need to qualify as a foreign corporation in Pennsylvania.

William H. Bryant

over for beg →

>>> "Angela Lawson" <alawson@input.com> 02/28/01 07:12AM >>>

Mr. Bryant:

I have an employee who lives in PA and I need to apply to PA for a employer ID#.

The registration form is asking me the following:

- 1) Date on Incorporation
- 2) Certificate of Authority Date
- 3) Type of Corporation - stock, management, professional, cooperative, non-stock or statutory close?

Can you help me with these questions?

Thanks,
Angela Lawson
Controller

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This email and any files transmitted with it are confidential and are intended solely for the use of the individual or entity to which they are addressed. If you are not the intended recipient or the person responsible for delivering the email to the intended recipient, be advised that you have received this email and any such files in error and that any use, dissemination, forwarding, printing or copying of this email and/or any such files is strictly prohibited. If you have received this email in error please immediately notify postmaster@input.com and destroy the original message and any such files.

State SIT-EIN on file as of 11/27/01 FED-EIN on file as of 11/27/01

DC	Uses Fed EIN	94-2385674 (old)	Faxed letter 11/27 on company letterhead giving new FEIN information so that the state EIN can be changed
MD	1012925 0	54-2015621 (new)	Correct - no changes necessary
PA	9091 3750	54-2015621 (new)	Correct - no changes necessary
VA	0012344351	94-2385674 (old)	Per VA - New Form R-1 (Business Registration Application) needs to be filed under the new Fed EIN
WV	94-238-5674-001	94-2385674 (old)	Called 11/27 and provided correct information via phone

*** Inactive states canceled from ADP reporting: CA, DE, NJ, NM, NY



**INPUT, A California Corporation and Subsidiaries
Statement of Ownership**

@ JANUARY 2, 2001

CLOSED COMPANIES:

I. INPUT, A California Corporation ('INPUT')

Incorporated: December 29, 1976

MERGED INTO

- INPUT, A NEVADA CORPORATION JANUARY 1, 2001

Authorized Share Issue: 75,000,000 shares

Stock Issued: See Current Stock List

i. INPUT, a Branch registered in the State of New Jersey

- New Jersey Branch Established: May 4, 1978

- New Jersey Branch Withdrawn: December 1998

ii. INPUT, Inc., a Branch registered in the State of Virginia.

- Maryland Branch Established: July 1983

- Maryland Branch Dissolved: 1983

- Virginia Subsidiary Corporation: December 4, 1986

- Virginia Corporation Dissolved: December 31, 1993

- Virginia Branch Opened: January 1, 1994

- Virginia Branch Merged with
California Corporation into the
New Nevada Corporation: January 2, 2001



II. INPUT, Ltd., a UK private limited company, Subsidiary of INPUT (CA).

Incorporated:	January 1, 1980
Authorized Share Issue:	100 shares @ L1.00/share
Nominal Capital:	L100
Stock Issued:	2 shares: - 1 share @ L1.00 to INPUT - 1 share @ L1.00 to PAC held in trust as nominee of INPUT
DISSOLVED:	NOVEMBER 21, 2000

i. INPUT, a German Representative branch of INPUT, Ltd.

- Opened:	July 1, 1990
- DISSOLVED:	June 30, 1995

ii. INPUT EUROPE, Ltd., a U.K. private limited company, subsidiary of INPUT (CA).

Established:	October 27, 1992
DISSOLVED:	July 1, 1994



III. **INPUT, Sarl**, (Societe a Responsabilite Limitee) a French limited liability company, Subsidiary of INPUT (CA).

Established:	July 8, 1988
Authorized Share Issue:	500 shares @ FF100/share
Share Capital:	FF50,000
Stock Issued:	500 shares: - 498 shares 49,800F to INPUT - 1 share 100F to PAC - 1 share 100F to PEC

DORMANT

August 31, 1999
- Change to Dormant Company
A Dormant company can be removed from the Companies Register at any time after two years from the date of becoming dormant (i.e. after August 31st 2001)
(Note conflicting info – could be 3 years?)



IV. **INPUT, K.K. (Kabushiki Kaisha)** - a Japanese Corporation, a Subsidiary of INPUT (CA).

Established:	October 12, 1989
Authorized Share Issue:	240 shares @ ¥ 50,000/share
Investment:	¥ 3,000,000
Stock Issued:	60 shares @ ¥ 50,000 to INPUT

Increase in Capital Investment	March 31, 1996
Investment Increase:	¥ 7,000,000
Additional New Stock Issue:	140 shares @ ¥ 50,000/share
New Total Investment	¥ 10,000,000
New Total Stock Issue	200 shares @ ¥ 50,000/share

DISSOLVED

FEBRUARY 11, 1999

V. **INPUT, GmbH** (Gesellschaften mit beschränkter Haftung) - A German private limited company,
a Subsidiary of INPUT (CA).

Established: June 13, 1995
INACTIVE - Ceased Doing Business **DECEMBER 31, 1998**

Authorized Share Issue: DM 50,000
Initial Share Capital: DM 50,000
Stock Issued: 1 Share owned by INPUT (California)



INPUT, A California Corporation and Subsidiaries Statement of Ownership

I. INPUT, A California Corporation ('INPUT')

Incorporated:	December 29, 1976
Authorized Share Issue:	75,000,000 shares
Stock Issued:	See Current Stock List

i. INPUT, a Branch registered in the State of New Jersey

- New Jersey Branch Established: May 4, 1978
- New Jersey Branch Withdrawn: December 1998

ii. INPUT, Inc., a Branch registered in the State of Virginia.

- Maryland Branch Established: July 1983
- Maryland Branch Dissolved: 1983
- Virginia Subsidiary Corporation: December 4, 1986
- Virginia Corporation Dissolved: December 31, 1993
- Virginia Branch Opened: January 1, 1994

II. INPUT, Ltd., a UK private limited company, Subsidiary of INPUT (CA).

Incorporated:	January 1, 1980
Authorized Share Issue:	100 shares @ L1.00/share
Nominal Capital:	L100
Stock Issued:	2 shares: - 1 share @ L1.00 to INPUT - 1 share @ L1.00 to PAC held in trust as nominee of INPUT

i. INPUT, a German Representative branch of INPUT, Ltd.

- Opened: July 1, 1990
- Dissolved: June 30, 1995

ii. INPUT EUROPE, Ltd., a U.K. private limited company, subsidiary of INPUT (CA).

Established:	October 27, 1992
Dissolved:	July 1, 1994

III. INPUT, Sarl, (Societe a Responsabilite Limitee) a French limited liability company,
Subsidiary of INPUT (CA).

Established:	July 8, 1988
Authorized Share Issue:	500 shares @ FF100/share
Share Capital:	FF50,000
Stock Issued:	500 shares: - 498 shares 49,800F to INPUT - 1 share 100F to PAC - 1 share 100F to PEC

IV. INPUT, K.K. (Kabushiki Kaisha) - a Japanese Corporation, a Subsidiary of INPUT (CA).

Established:	October 12, 1989
Authorized Share Issue:	240 shares @ ¥ 50,000/share
Investment:	¥ 3,000,000
Stock Issued:	60 shares @ ¥ 50,000 to INPUT

Increase in Capital Investment	March 31, 1996
Investment Increase:	¥ 7,000,000
Additional New Stock Issue:	140 shares @ ¥ 50,000/share
New Total Investment	¥ 10,000,000
New Total Stock Issue	200 shares @ ¥ 50,000/share

V. INPUT, GmbH. (Gesellschaften mit beschränkter Haftung) - A German private limited
company, a Subsidiary of INPUT (CA).

Established:	June 13, 1995
Authorized Share Issue:	DM 50,000
Initial Share Capital:	DM 50,000
Stock Issued:	1 Share owned by INPUT (California)



CORPORATE BOARD/AGM MEETINGS

COMPANY	MTG	NO. MTGS	MONTH	ARTICLES OF INCORPORATION
I. INPUT:	BOD	4	Jan Apr Jul Oct	--
	ASM	1	Mar	* 12th Friday after close of fiscal year
II. INPUT, LTD.	BOD	1	Jun/Jul	--
	AGM	1	Jun/Jul	* 1 x year/within 15 months of prior meeting
III. INPUT, SARL	BOD	1	Jun	--
	AGM	1	Jun	* Within 6 months of close of fiscal year
IV. INPUT, GmbH	BOD	1		--
	AGM	1		
V. INPUT, KK	BOD	2	Feb/Mar	--
	AGM	1	Mar	* Within 3 months after close of fiscal year

COMPANY PROFILE

I. NAME

1. NAME
2. ADDRESS
3. INCORPORATION DATE
4. OWNERSHIP
5. FISCAL YEAR
6. TAX IDENTIFICATION NUMBER
7. REGISTERED AGENT/OFFICE
8. STATUTORY AUDITORS
9. LEGAL COUNSEL
10. DIRECTORS
11. BOARD/AGM MEETINGS
12. BANK ACCOUNTS



CORPORATE PROFILE

I. INPUT

1. NAME

INPUT, a California Corporation

2. ADDRESS (@ 7/93)

California office Location closed @ 1/31/00:

1881 Landings Drive
Mountain View, CA 94043
Tel: (415) 961-3300
Fax: (415) 961-3966
County of Santa Clara

CA Corporation Operated out of Virginia Office from 1/31/00:
1921 Gallows Road, Suite 250
Vienna VA 22182

Virginia Location Moved on 5/1/00 to:
14900 Conference Center Drive
Chantilly, VA 20151
Tel: (703) 378-8740
Fax: (703) 378-8804

3. INCORPORATION DATE

Peter A. Cunningham DBA/INPUT:	April 28, 1975
Incorporation:	
Peter A. Cunningham & Associates:	December 29, 1976
Name Change:	
INPUT, A California Corporation:	March 23, 1977

INPUT, A CALIFORNIA CORPORATION

DISSOLVED AND MERGED INTO

INPUT, A NEVADA CORPORATION: January 2, 2001

- INPUT, a Nevada Corporation assumed the assets and liabilities of INPUT a California Corporation.

4. OWNERSHIP

Authorized Share Issue @ 12/29/76:	750,000
Stock Split @ 5/22/78:	75,000,000
Shares Outstanding:	
- Refer to Current Share Register	



5. **FISCAL YEAR**

Year ending December 31

6. **TAX IDENTIFICATION NUMBER**

Federal: 94-2385674
State: CA 238-66429

7. **REGISTERED AGENT/OFFICE**

Peter A. Cunningham, Chairman, President
1881 Landings Drive
Mountain View, CA 94043

8. **STATUTORY AUDITORS**

ADVISORS:
Ernst & Young
1451 California Avenue
Palo Alto, CA 94304
Tel: (415) 496-1600

TAX PREPARERS
Jeffrey M. Kirkendall
Mohler, Nixon & Williams
42 West Campbell Avenue
CA 95008-1042
T: (408) 364-3000
F: (408) 866-2559
E: jeff@mnwepas.com

9. **LEGAL COUNSEL**

General Counsel:
William H. Bryant
Bryant, Clohan, Ott & Baruh
550 Hamilton Avenue, Suite 220
Palo Alto, CA 94301
Tel: (415) 324-1606

Trademark/Copyright Counsel:
Limbach, Limbach & Sutton
2001 Ferry Building
San Francisco, CA 94110
Tel: (415) 433-5150



10. DIRECTORS

- No. Authorized: 5 @ 4/90
- Peter A. Cunningham, Chairman, President (12/29/76)
 - Patricia E. Cunningham, Secretary, Treasurer, VP (12/29/76)
 - William H. Bryant, Director (3/20/81)
 - Kevin Plexico (11/99)
 - David Heinemann, Director (2/00)

Statutory Minute Book:

Original: Bryant, Clohan, Etc.
Copy: Patricia Cunningham
Patricia Cunningham (kept at CI Home)

Corporate Seal:

11. BOARD/AGM MEETINGS

- | | | |
|-----|---|--|
| BOD | - | 4 Quarterly Meetings (Normally) |
| AGM | - | 1 Statutory Meeting on 12th Friday after close of fiscal year. |



12. **BANK ACCOUNTS**

@ December 2000

- i. **Bank of America**
10440 Main Street
Fairfax, VA 22030
Mail Stop: VA9-550-01-03
Tel: (703) 319-4270

Main Operating A/C:
Routing Number:
Opened 1/13/00
Signatories @ 7/26/01*

No: 00 411 929 7975
051 000 017

Peter A. Cunningham
Patricia Cunningham
Kevin Plexico *
Albert Nekimken *
Douglas Strahan *

**Corporate Checking
- Zero Balance A/C:**
Opened 4/10/00
Signatories @ 4/10/00*

No: 00 411 929 8534

Peter A. Cunningham
Patricia Cunningham
Kevin Plexico *

Bus. Investment A/C:
Routing Number:
Opened 2/9/00
Signatories @ 7/26/01*

No: 00 411 921 9173
051 000 017

Peter A. Cunningham
Patricia Cunningham
Kevin Plexico *
Albert Nekimken *
Douglas Strahan

Lease Deposit A/C:
Opened 3/3/00
Signatories @ 3/3/00*

No: _____ (?)

Peter A. Cunningham
Patricia Cunningham
Kevin Plexico *

Wire Transfers Authorizations (ETF):
Dated: 7/26/01
Signatories

Douglas Strahan
Patricia Cunningham
Kevin Plexico

** Bank will not restrict Sigs.*



CORPORATE PROFILE

I. INPUT

1. NAME

INPUT, a California Corporation

2. ADDRESS (@ 7/93)

1881 Landings Drive
Mountain View, CA 94043
Tel: (415) 961-3300
Fax: (415) 961-3966
County of Santa Clara

3. INCORPORATION DATE

Peter A. Cunningham DBA/INPUT:	April 28, 1975
Incorporation:	
Peter A. Cunningham & Associates:	December 29, 1976
Name Change:	
INPUT, A California Corporation:	March 23, 1977

4. OWNERSHIP

Authorized Share Issue @ 12/29/76:	750,000
Stock Split @ 5/22/78:	75,000,000
Shares Outstanding:	
- Refer to Current Share Register	

5. FISCAL YEAR

Year ending December 31

6. TAX IDENTIFICATION NUMBER

Federal:	94-2385674
State:	CA 238-66429

7. **REGISTERED AGENT/OFFICE**

Peter A. Cunningham, Chairman, President
1881 Landings Drive
Mountain View, CA 94043

8. **STATUTORY AUDITORS**

ADVISORS:
Ernst & Young
1451 California Avenue
Palo Alto, CA 94304
Tel: (415) 496-1600

TAX PREPARERS
Jeffrey M. Kirkendall
Mohler, Nixon & Williams
42 West Campbell Avenue
CA 95008-1042
T: (408) 364-3000
F: (408) 866-2559
E: jeff@mnwcpas.com

9. **LEGAL COUNSEL**

General Counsel:
William H. Bryant
Bryant, Clohan, Ott & Baruh
550 Hamilton Avenue, Suite 220
Palo Alto, CA 94301
Tel: (415) 324-1606

Trademark/Copyright Counsel:
Limbach, Limbach & Sutton
2001 Ferry Building
San Francisco, CA 94110
Tel: (415) 433-5150

10. **DIRECTORS**

No. Authorized: 5 @ 4/90
- Peter A. Cunningham, Chairman, President (12/29/76)
- Peter Lines, Vice Chairman, (1/20/97)
- Patricia E. Cunningham, Secretary, Treasurer, VP (12/29/76)
- William H. Bryant, Director (3/20/81)
- Sterling Williams, Director (4/19/90) R

Rea 10/6/98

Statutory Minute Book:

Original: Bryant, Clohan, Etc.
Copy: Patricia Cunningham
Patricia Cunningham (kept at CI Home)

Corporate Seal:

11. **BOARD/AGM MEETINGS**

BOD - 4 Quarterly Meetings (Normally)
AGM - 1 Statutory Meeting on 12th Friday after close of fiscal year.



12. BANK ACCOUNTS

I. SILICON VALLEY BANK

3003 Tasman Drive
Santa Clara, CA 95054
Tel: (408) 654-7400
Fax: (408) 727-8728

Mr. Larry Lopez, Vice President
Dir: (408) 654-1036
Julie Schneider, Commercial Banking Officer
Dir: (408) 654-1038

A. CORPORATE:

1. INPUT Corporate Account:

Opened 8/12/97
Signatories @ 8/12/97 >

No: 3300034098

Peter A. Cunningham
Patricia Cunningham
* Peter Lines
* Randi Haran
* 2 Signatures over \$10,000

2. Money Market Account:

Opened 10/87
Signatories @ February 12, 1997 >

No: 01027859-75
Peter A. Cunningham
Patricia Cunningham
* Peter Lines
* Nancy Hill
* Wilson Haddow
* 2 Signatures over \$25,000

3. Line of Credit:

Opened 1984
Amount: \$100,000 *
Signatories @ 11/90 >

No: _____

Cert of Dep: No 0102785934 \$100,000
Peter A. Cunningham
Patricia Cunningham
Sheila Collins

???

(* Line Reduced March 5, 1997)

B. U.S. - CENTRAL MAIN ACCOUNT:

1. INPUT US Main Account

(Was Corporate Account "71")
Opened : 2/21/92
Signatories @ August 12, 1996

No. 01027859-72

Peter A. Cunningham
Patricia Cunningham
* Peter Lines
* Not to exceed \$20,000



2. **INPUT Zero Balance Checking Account: No: 01027859-70**
(Was US Main Checking)
Opened 6/84
Signatories @ 8/12/97>
Authorized for CA Office:

Authorized for VA Office:
- Peter A. Cunningham
Patricia Cunningham
* Peter Lines
* Wilson Haddow
* Norman Berthaut
* Jeremiah Cunningham
* 2 Signatures over \$10,000

II. BANK OF AMERICA
530 Lytton Avenue
Palo Alto, CA 94301

1. **Checking Account **:**
Opened: Prior to 1980
Signatories @ 11/22/96>
- No: 0117-8-06293
Peter A. Cunningham
Patricia Cunningham
* Peter Lines
* Nancy Hill
* Wilson Haddow
* 2 Signatures. over \$25,000

** Includes foreign funds transfers authorization:

Signatories @ 3/91 >:
Peter A. Cunningham
Patricia Cunningham
?? Sheila???
Limit???

2. **Payroll Account:**
Opened: Prior to 1980
Signatories @ 11/22/96 >
- 0117-5-06247
Peter A. Cunningham
Patricia Cunningham
* Peter Lines
* Nancy Hill
* Wilson Haddow
* 2 Signatures. over \$25,000

III. LLOYDS BANK
Piccadilly London Branch
39 Piccadilly
London W1V 0AA UK
Tel: 071 439-8921
Fax: 071 734 5072
Fax: 071 287 1398 (foreign)

Contact: Joanna Wood
(See Britain Bank Accounts Page)

1. **Corporate USS Business Call Account * 11144073**
Opened: 2/96
Signatories: 2/96
- Peter A. Cunningham
Patricia Cunningham
- * With Current Account Cheque Book





State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 29th day of December, 19 76

INPUT

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
4th day of April, 1995



Bill Jones
BILL JONES
Secretary of State

WISCONSIN

OFFICE OF THE ATTORNEY GENERAL

STATE OF WISCONSIN

IN SENATE

JANUARY 1, 1901

REPORT

OF THE

ATTORNEY GENERAL

FOR THE YEAR

1900

WISCONSIN

1901

WISCONSIN

1901

WISCONSIN

1901



COMPANY PROFILE

I. INPUT - NEW JERSEY BRANCH

1. INPUT, A California Corporation

- New Jersey Branch Office

2. ADDRESS

400 Frank W. Burr Blvd
Teaneck, NJ 07666
Tel: (201) 801-0050
Fax: (201) 801 0441

3. INCORPORATION DATE

Registered to do Business in State of New Jersey:

- May 4, 1978

4. OWNERSHIP

- 100% Owned by INPUT, A California Corporation

5. FISCAL YEAR

- See INPUT (CA)

6. TAX IDENTIFICATION NUMBER

- NJ: 0100-0622-57

7. REGISTERED AGENT/OFFICE

- The Corporation Trust Company
28 West State Street
Trenton, NJ 08608



8. STATUTORY AUDITORS

- See INPUT (CA)

9. LEGAL COUNSEL

- See INPUT (CA)

10. DIRECTORS

- N/A

11. BOARD/AGM MEETINGS

- N/A

12. BANK ACCOUNTS

- NONE



COMPANY PROFILE

II. INPUT, INC.

1. NAME

INPUT, A CALIFORNIA CORPORATION authorized to do business as INPUT, Inc in the State of Virginia

2. ADDRESS

@ February 6th, 1995
1921 Gallows Road, Suite 250
Vienna, VA 22182-3900
County of Fairfax
Tel: (703) 847-6870
Fax: (703) 847-6872

3. INCORPORATION DATE

Authorized to do business in the State of Virginia:

- January 6, 1994

4. OWNERSHIP

100% Owned Branch of INPUT, a California Corporation

5. FISCAL YEAR

Year ending December 31

6. TAX IDENTIFICATION NUMBER

Federal: 94-2385674
As for California Corporation
State: VA 0004424890

7 (94-2385674 = CA)
? (94-3028095-0 = old Va Incorp.)

7. REGISTERED AGENT/OFFICE

INPUT, Inc.
1921 Gallows Road, Suite 250
Vienna, VA 22182

8. **STATUTORY AUDITORS**

See INPUT (CA)

9. **LEGAL COUNSEL**

See INPUT (CA)

10. **DIRECTORS**

N/A

11. **BOARD/AGM MEETINGS**

N/A

12. **BANK ACCOUNTS - INPUT INC
TRANSFERRED TO INPUT, A CALIFORNIA CORP. @ 1/95**

- i. **FIRST VIRGINIA BANK**
Falls Church, VA 22046
Tel: (703) 241-4844

Imprest Account:
Opened 1/87
Fund Amt \$10,000 @ 2/95
Signatories @ 11/4/93*

No: 991-8639
Peter A. Cunningham
Patricia Cunningham
Robert Deller*
Scott Lewis*
* Bank will not restrict Sigs.

Closed

9/95 Kevin Plexico

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

STATEMENT OF CHANGE OF REGISTERED OFFICE/REGISTERED AGENT

(Please read instructions on reverse side of form before filling out form)

1. CORPORATION'S NAME:

CORPORATE ID: F116368 - 4

INPUT, INC. (USED IN VA. BY: INPUT)

2. REGISTERED AGENT'S NAME AND REGISTERED OFFICE ADDRESS ON RECORD:

SCOTT LEWIS

1921 GALLOWS ROAD, SUITE 250

VIENNA, VA 22182-0000

3. NEW REGISTERED AGENT'S NAME AND REGISTERED OFFICE ADDRESS:

NORMAN BERTHAUTSAME AS ABOVE

4. NEW REGISTERED AGENT IS (mark appropriate box or boxes):

(A) AN INDIVIDUAL WHO IS A RESIDENT OF VIRGINIA AND

- ☒ an officer of the corporation: VICE PRESIDENT (title)
☐ a director of the corporation
☐ a member of the Virginia State Bar

OR

(B) () A PROFESSIONAL CORPORATION OR PROFESSIONAL LIMITED LIABILITY
COMPANY OF ATTORNEYS-AT-LAW WHICH IS REGISTERED WITH THE VIRGINIA
STATE BAR UNDER THE PROVISIONS OF SECTION 54.1-3902 OF THE CODE
OF VIRGINIA

5. LOCALITY OF REGISTERED OFFICE:

(A) CURRENT REGISTERED OFFICE LOCALITY: FAIRFAX COUNTY

(B) NEW REGISTERED OFFICE LOCALITY:

CITY OF _____ OR COUNTY OF _____

6. COMPLETE PART "A" IF A NEW REGISTERED AGENT IS BEING APPOINTED:

(A) The undersigned corporate officer executes this statement on behalf of the corporation as of:

DATE: JULY 1, 1997.
(Signature)

Patricia Cunningham (Corporate Secretary, V.P.)

(Printed Name & Corporate Title)

COMPLETE PART "B" IF THE REGISTERED AGENT IS REMAINING THE SAME BUT IS CHANGING HIS/HER BUSINESS ADDRESS:

(B) The undersigned agent declares that a copy of this statement has been mailed to the corporation named above.

DATE: _____, 19____.
(Signature of registered agent)SEE INSTRUCTIONS ON REVERSE



PLEASE READ THE FOLLOWING INSTRUCTIONS BEFORE FILLING OUT THIS FORM

The law requires that the information supplied by the filing party be typewritten or printed in black ink. The Corporate ID is for Commission internal use only and helps to expedite the processing of this form.

A post office box is accepted for towns/cities with a population of LESS than 2,000. For towns/cities with a population of MORE than 2,000, the post office box address must be accompanied by the street address or route number for the business office of the new registered agent.

If the new registered office is located within the corporate limits of a city, then give the name of the city. If the new registered office is located within the county outside the corporate limits of a city, give the name of the county.

If a NEW registered agent is being appointed, this statement must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president or other officer authorized to act on behalf of the Corporation.

If the registered agent is changing his/her business address to another place within the Commonwealth, then this statement may be signed either manually or in facsimile, solely by the registered agent.

Please return the form to:

STATE CORPORATION COMMISSION

CLERK'S OFFICE

P.O. BOX 1197, 1300 E. MAIN STREET

RICHMOND, VA 23218

You may fax the form to: (804) 371 - 9133.

RASTATE
CISTEMP8

COMPANY PROFILE

II. INPUT, INC.

NOTE: INPUT INC IN STATE OF VIRGINIA WAS DISSOLVED AS OF 12/31/93,
ARTICLES OF TERMINATION FILED 5/26/94.
INPUT, A CALIFORNIA CORPORATION QUALIFIED TO DO BUSINESS IN
THE STATE OF VIRGINIA AS OF 1/6/94

1. NAME

INPUT, Inc., a Virginia Corporation

2. ADDRESS

1953 Gallows Road, Suite 560
Vienna, VA 22182
County of Fairfax
Tel: (703) 847-6870
Fax: (703) 847-6872

3. INCORPORATION DATE

December 4, 1986

4. OWNERSHIP

Authorized Share Issue @ 12/4/86
Stock Ownership

100,000
100%
INPUT, a California Corporation

5. FISCAL YEAR

Year ending December 31

6. TAX IDENTIFICATION NUMBER

Federal: ~~01-3028099~~
State: VEC # 003404870

slaf

7. REGISTERED AGENT/OFFICE

Changed @ 5/5/93 to:

J. P. Richard
INPUT, Inc.
1953 Gallows Road, Suite 560
Vienna, VA 22182

8. STATUTORY AUDITORS

Ernst & Young
Palo Alto, CA (see INPUT)

9. LEGAL COUNSEL

William H. Bryant
Bryant, Clohan, Ott & Baruh
Palo Alto, CA (see INPUT)

10. DIRECTORS

No. Authorized @ 1/22/87: 4 Directors
Peter A. Cunningham, Chairman
Patricia Cunningham, Secretary, Treasurer
William H. Bryant, Director

Statutory Minute Book:	Original:	Bryant, Clohan, Etc.
Corporate Seal:	Copy:	Patricia Cunningham
		Mountain View, CA

11. BOARD/AGM MEETINGS

BOD	-	1-2 Quarterly Meetings (Normally)
AGM	-	1 Statutory Meeting on 12th Friday after close of fiscal year.

12. BANK ACCOUNTS - INPUT INC (VA)

i. FIRST VIRGINIA BANK

Falls Church, VA 22046

Tel: (703) 241-4844

Imprest Account:

Opened 1/87

Fund Amt \$10,000 @ 2/95

Signatories @ 11/4/93*

TRANSFERRED TO INPUT, A
CALIFORNIA CORP. @ 1/95

No: 991-8639

Peter A. Cunningham

Patricia Cunningham

Robert Deller*

Scott Lewis*

* Bank will not restrict Sigs.

ii. SILICON VALLEY BANK

3000 Lakeside Drive

Santa Clara, CA 94055

Tel: (408) 980-0766

Checking Account:

Opened 8/85

Signatories @ 4/29/93

No: 02700468-70

Peter A. Cunningham

Patricia Cunningham

Robert Goodwin*

Sheila Collins*

Anne Johnson*

* 2 Sigs. over \$5,000

✓ CLOSED: 1994 date unknown
but confirmed by
Bank @ 7/95



IT Intelligence Services

1881 Landings Drive
Mountain View, CA 94043-0848
Tel. (415) 961-3300
Fax (415) 961-3966

December 15, 1993

Mr. Mitchell McCormick
Department of Taxation
P.O. Box 1880
Richmond, VA 23282

Dear Mr. McCormick:

INPUT, Inc., a Virginia Corporation dissolution will be filed simultaneously with the qualification of INPUT, Inc. a California Corporation to do business in the State of Virginia. The dissolution and qualification will be effective December 31, 1993.

INPUT, Inc., Virginia I.D. #7379, will file a final Virginia Income Tax Return for the year ending December 31, 1993. INPUT, a California Corporation, I.D. #0805835, will file a Virginia Income Tax Return based on the apportionment method of tax for all income derived from the State of Virginia beginning January 1, 1994.

Sincerely,

A handwritten signature in dark ink, appearing to read "Patricia Cunningham".

Patricia Cunningham
Vice President

PC:aj

cc: C.T. Corporation
49 Stevenson Street
San Francisco, CA 94105

VIRGINIA

INPUT, INC.
BOARD OF DIRECTORS

MARCH 1992

Peter A. Cunningham:

Address:
Telephone:
Birthdate:
Occupation:

Chairman of the Board, Director
967 Continental Drive, Menlo Park, CA 94025
415-854-1491
July 13, 1941
President
INPUT
1280 Villa Street
Mountain View, CA 94041
415-961-3300

Patricia Cunningham:

Address:

Telephone:
Birthdate:
Occupation:

Secretary, Treasurer, Director
967 Continental Drive
Menlo Park, CA 94025
415-854-1491
February 15, 1945
Vice President
INPUT
1280 Villa Street
Mountain View, CA 94041
415-961-3300

William H. Bryant:

Occupation:

Director
Attorney
Bryant, Clohan, Ott, & Baruh
550 Hamilton Avenue
Suite 220
Palo Alto, CA 94301
415-324-1606

John E. Frank:

Address:
Telephone:
Birthdate:
Occupation:

Director
4322 Mariner Lane, Fairfax, VA 22033
703-631-2792
April 20, 1921
Vice President
INPUT, Inc.
1953 Gallows Road
Vienna, VA 22180
703-847-6870



INPUT, INC.
COMPANY OFFICERS

MARCH 1992

Peter A. Cunningham:

Address: Chairman of the Board, Director
967 Continental Drive, Menlo Park, CA 94025
Telephone: 415-854-1491
Birthdate: July 13, 1941
Occupation: President
INPUT
1280 Villa Street
Mountain View, CA 94041
415-961-3300

Patricia Cunningham:

Address: Secretary, Treasurer, Director
967 Continental Drive, Menlo Park, CA 94025
Telephone: 415-854-1491
Birthdate: February 15, 1945
Occupation: Vice President
INPUT
1280 Villa Street
Mountain View, CA 94041
415-961-3300

John E. Frank:

Address: Vice President
4322 Mariner Lane, Fairfax, VA 22033
Telephone: 703-631-2792
Birthdate: April 20, 1921
Occupation: Vice President
INPUT, Inc.
1953 Gallows Road
Vienna, VA 22180
703-847-6870

J.P. Richard:

Address: Vice President
814 Fordham Street, Rockville, MD 20850
Telephone: 301-279-2998
Birthdate: April 18, 1937
Occupation: Vice President
INPUT, Inc.
1953 Gallows Road
Vienna, VA 22180
703-847-6870



COMPANY PROFILE

III. INPUT, LTD.

1. NAME

INPUT, Limited, a U.K. private limited company

2. ADDRESS

@ 2/6/95:
Cornwall House
55-77 High Street
Slough, Berkshire SL1 1DZ
Tel: 0 175 353 0444
Fax: 0 175 357 7311

3. INCORPORATION DATE

Company No:	CN 1470416	
As:	Hamcastle Limited:	January 1, 1980
Name Change:	INPUT, Ltd.	February 21, 1980
Ceased Doing Business:		April 30, 1999
DISSOLVED:		NOVEMBER 21, 2000

4. OWNERSHIP

Authorized Share Issue @ 1/1/80:	100 shares @ £1.00/share
*Initial Share Capital Investment @ 1/1/80:	£7,080
Nominal Capital:	£100
Stock Issued:	2 shares:
	- 1 share @ £1.00 to INPUT
	- 1 share @ £1.00 to PAC held in trust as nominee of INPUT

On 1/1/80 acquired the net assets and the business of the U.K. branch of INPUT Europe, B.V.

5. FISCAL YEAR

Year ending December 31

6. TAX IDENTIFICATION NUMBERS

Corporation:	176 CE 157 46 92 01
PAYE Ref:	905/1 1264
PAYE Collection Ref:	905 PL101534
VAT	GB 340 342204



7. REGISTERED AGENT/OFFICE

@ 17 October 1995 changed from E&Y at Rolls House to:

Ernst & Young
Apex Plaza
Reading, Berkshire, RG1 1YE

8. STATUTORY AUDITORS

William Powlett Smith, Partner
Ernst & Young
Apex Plaza
Reading, Berkshire, RG1 1YE
Tel: 0118 928 1100
Fax: 0118 928 1101

- Kate Andrews (Audit)
Dir. Tel: 0118 928 1360
Fax: 0118 928 1101
- Eugenie Duffy, Sr. Manager (Audit)
- Keith Hawkins (Company Secretarial)
400 Capability Green, Luton LU1 3LU
Dir. Tel: 01582 643276
Dir. Fax: 01582 643007
- David Price/John Print (Tax @ 7/00)

9. LEGAL COUNSEL

Taylor Joynson Garret
Carmalite
50 Victoria Embankment
Blackfriars, London, EC4Y 0DX
Tel: 0171 353-1234
Fax: 0171 936-2666

- Richard Marsh (Main Contact & Employment)
- John Linneker (Trademarks)
- Christopher Bell (Real Estate)
- Mark Fletcher (Company Dissolution)

10. DIRECTORS

Peter A. Cunningham, Chairman
Patricia Cunningham, Secretary

Resigned 10/6/98:

- Peter Lines, Director

- Paul Connolly, Managing Director (Appointed 1/1/97)

Statutory Minute Book:

Original: Ernst & Young (above)

Copy: Patricia Cunningham

Corporate Seal:

Ernst & Young Secretarial Dept.

11. BOARD/AGM MEETINGS

BOD - 2-3 Quarterly Meetings (Normally)

AGM - 1 Statutory Meeting a year, within 15 months of prior meeting



12. **BANK ACCOUNTS**

I. **Lloyds Bank**
39 Piccadilly
London, W1V 0AA
Tel: 0171-439 8921
Fax: 0171-734 5072
Sort Code: 30-96-64

Joanna Woad
Manager
Lloyds Bank Plc
3rd Floor, 4/6 Copthall Avenue
London EC2R 7DA
Tel: 0171-797 2289 (Network 428 2289)
Fax: 0171-797 2280

1. **Current Account:**
Opened 1978
Signatories @2/1/99:

No. **0063831**

Peter A. Cunningham
Patricia Cunningham

CLOSED 1/19/00

2. Withdrawn Oct. 30, 1997 - On Hold
Overdraft Credit Facility
Line of Credit L40,000
Re-established 2/92, & Annually
Imprest Acct. Line added @ 5/95
Current Expiration May 1996

Connected to Main Checking Acct.

4. **Business Call Account**
(Interest Bearing/Instant Access)
Opened: 10/19/95(?)
CLOSED ?

No. **0746696**

[Note: Dates are in U.S. date sequence (mo/day)]



13.

ANNUAL REPORTING & STATUTORY FILING

	Date	Accounts For Year	Directors Meeting	AGM Meeting	Companies House Filing.
	November 28 th , 1997	Articles of Association			
1980	January 1, 1980 January 2, 1980 January 22, 1980 March 19, 1980	Incorporation Date First Meeting of Directors Extraordinary General Meeting Extraordinary General Meeting			
1981	December 11, 1981	X (Appoint Keith Hocking as MD)			
1982	February 25, 1982 August 20, 1982	1980	X	X	X
1983	May 6 th 1983	1981	X	X	X
1984	March 5, 1984	1982	X	X	X
1985	February 15, 1985 August 19, 1985	1983 1984	X X	X X	X ?
1986	March 27, 1986	1985	X	X	X
1987	July 13, 1987	1986	X	X	X
1988	June 14, 1988	1987	X	X	X
1989	June 27, 1989	1988	X	X	X
1990	June 26, 1990	1989	X	X	X
1991	May 21, 1991	1990	X	X	X
1992	January 10, 1992 June 19, 1992 July 19, 1997 October 5, 1992	1991	X (KH Resignation/PL appointed MD)		
			X	X	
					X
			X (Lease Surrender)		
1993	November 22, 1993 October 5, 1993	1992	X	X	X
1994	July 10, 1994				X



Date	Accounts For Year	Directors Meeting	AGM Meeting	Companies House Filing.
1995	January 19, 1995	1993 A/Cs	X	X (Data General Office Lease & Lloyds Lease Guarantee) (Resolutions dispensing with AGMs * etc)
	October 27, 1995	1994 A/Cs	X	X
	July 14, 1995	1994 A/Cs		X
	October 27, 1995			X *
				(*Change of Registered Office to Apex House, Reading)
1996	July 23, 1996	1995	X (95 A/Cs)	X
1997	January 2, 1997		X (Appoint Paul Connolly MD)	
	August 21, 1997	1996	n/a	n/a
				X
* NOTE: 8/6/98: E&Y Notified us that in 1995 a resolution was passed that makes it unnecessary to hold an AGM every year to adopt the Accounts.				
1998	February 3, 1998	1996	X (1996 A/Cs)	n/a
	October 6, 1998		X (Company Evaluation)	
	October 6, 1998	1997		X *
				(* Resign: P. Lines, P. Connolly As VC & MD)
	November 2, 1998		X Status of Company	
	November 13, 1998		X Status of Company	
	November 20, 1998		X Status of Company	
	November 27, 1998		X Status of Company	
	December 11, 1998		X Status of Company	
	December 30, 1998		X Status of Company	
1999	January 18, 1999		X Status of Company	
	February 19, 1999		X Status of Company	
	March 29, 1999		X Status – Decision to Close	
	July 7, 1999	1998		X
	August 20, 1999	1997	X Approval 1997 A/Cs	
	September 15, 1999			X Filing Extension
2000	June 9, 2000		X *	X * Extraordinary General Meeting
			* Resolution to 'Strike off' the Company from Register	
				X ** Form 652a
			** Application for Striking Off	
	November 15, 2000		Notice confirming Company Dissolved as of:	
			NOVEMBER 21, 2000	



14. TAX FILING RECORDS

For Tax Year:	Filing Date	Tax Return on File
1980		
1981		
1983		
1984		
1985		
1986		
1987		
1988		
1989		
1990		
1991		X
1992		X
1993		
1994	December 20, 1995	X
1995	September, 1996	X
1996		
1997	April 7, 1999	X
1998	December 13, 1999	X
1999 FINAL RETURN	August 12, 2000	X



ERNST & YOUNG

■ Central Region - Luton
400 Capability Green
Luton
LU1 3LL

■ Phone: 01582 643000
Fax: 01582 643001

Fax Message

For the attention of	Pat Cunningham	Date	21 Nov 00
Company	Input	No. of pages (including this)	2
Fax number	001 703 378 8804		
From	Keith Hawkins	Serial No.	
Direct Fax number	+ 44 1582 643007		
Direct Telephone number	+ 44 1582 643276		

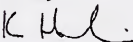
If there are any problems with this transmission please contact the fax operator.

INPUT LIMITED

I attach a copy of a letter from Companies House, confirming that the Company has been dissolved with effect from today's date.

Please call me if you have any queries.

Kind regards



This fax may contain confidential information for the addressee(s) only. If a transmission error has misdirected the fax, please notify us on 0500-021746 (toll-free - UK only) or +44 171-528 9190 (international), then destroy the fax communication. We will reimburse the cost of international calls. You should not use, disclose, distribute or copy this communication. Thank you. A copy of the original fax is stored for a period by Ernst & Young.

A list of partners' names is available for inspection at the above address, and at Bocket House, 1 Lambeth Palace Road, London SE1 7EU, the partnership's principal place of business.
Authorized by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International.



COMPANIES HOUSE

Please address any reply to DISSOLUTION SECTION
CLOUTING RFF R52AF/ 01470416

ERNST & YOUNG
400 CAFABILLITY GREEN
LUTON
BEDS
LUT 3LU

15 NOV 2000

COMPANIES HOUSE
CROWN WAY, CARDIFF CF14 3UZ
SWITCHBOARD 029 2038 5500
FAX 029 2038 0018
DX 35050 CARDIFF

DATE 15/11/00

Direct line 029 2038 0835
Your Ref

Dear Sirs

INPUT LIMITED

The Registrar confirms that the above company will be dissolved pursuant to Section 652A of the Companies Act 1985 on 21/11/00. This is your notification of dissolution.

THIS PROCESS CANNOT BE STOPPED.

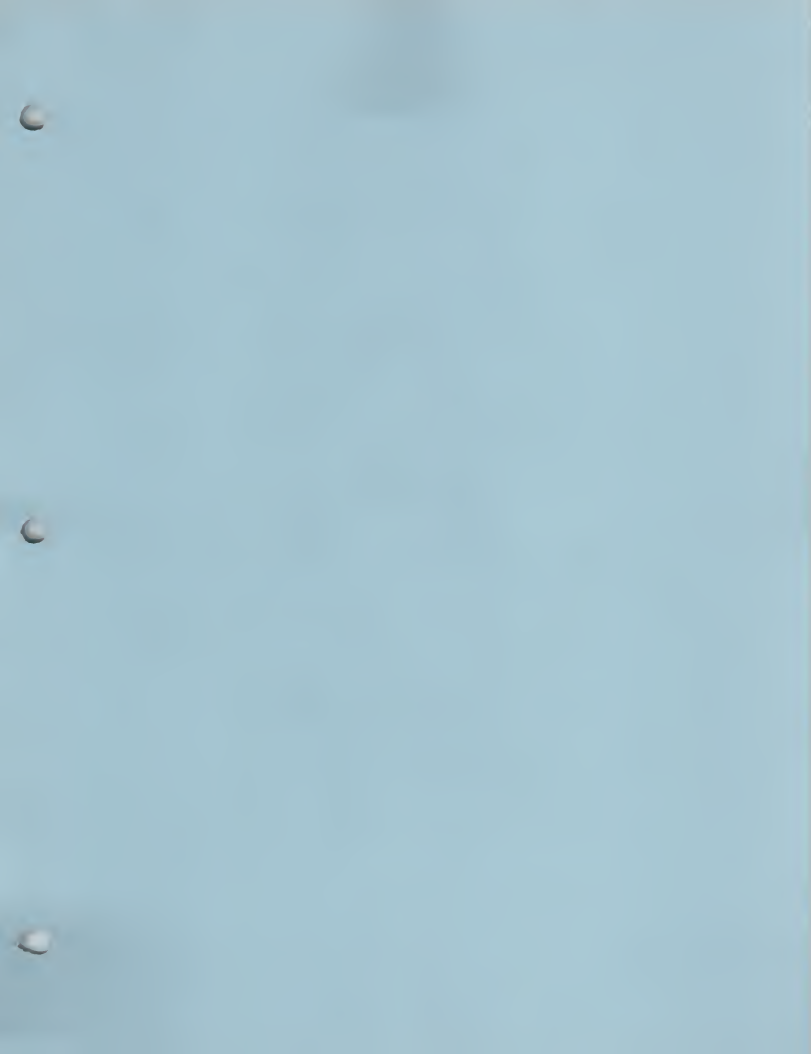
PLEASE NOTE: THE REGISTRAR CANNOT ACCEPT ANY FURTHER STATUTORY DOCUMENTS
AS THIS COMPANY'S RECORD HAS NOW BEEN CLOSED.

Yours faithfully

S. Roberts

Mr S Roberts



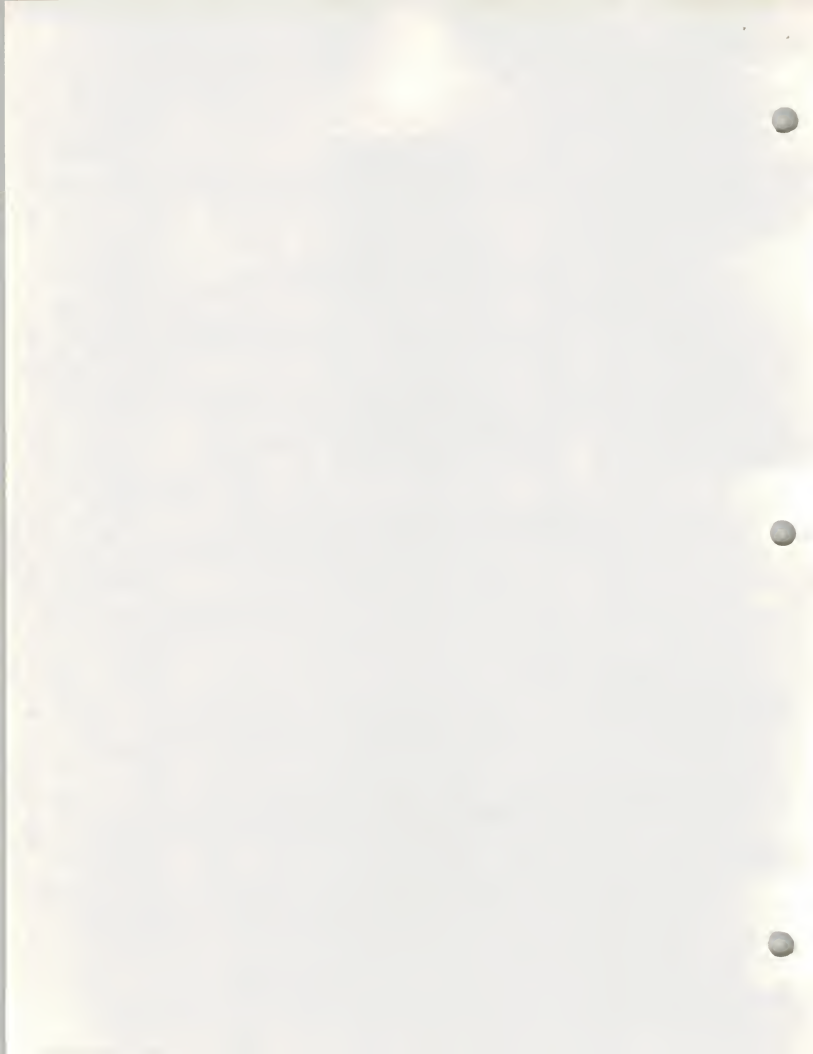




11/30/85

INPUT LTD HISTORY

- 1/16/78 Graham Kemp hired, Managing Director
- 4/17/78 Memo from PAC:
 - Name - INPUT (Europe) BV
 - Will be formed in Holland, arrangements
 to be made by Mark Ladd of Wolfe & Co.
- 8/4/78 Telex to PAC from GSK
 - Tulabazo Holdings BV incorporated 6th June 1978
 and registered under Chamber of Commerce
 no. 152764 in Amsterdam
 - Articles (in Dutch) being translated and
 to be sent to US.
- 12/31/78 AY Financial Statement:
 Consolidated - INPUT, A California Corp.
 - Tulabaza Holdings BV*
 * Tulabaza Holdings BV - a majority owned foreign
 subsidiary formed in 1978 and INPUT Europe
 a branch operating in England.
- 1/18/79 Name change from Tulebaza Holdings to
 INPUT EUROPE BV.
 (Articles of Assoc. - translated)
- 8/9/79 Memo from PAC
 P.2: Official office of INPUT Europe BV in
 Holland is AY office. All documents
 relative to INPUT Europe BV should be
 kept there. (Did this happen? Vic was
 to ensure that it did).
- 12/31/79 AY Financial Statements:
 Consolidated - INPUT, A California Corp.
 - INPUT Europe BV*
 * INPUT Europe BV - a wholly owned subsidiary
 operating in England
- 12/31/80 AY Financial Statements:
 Consolidated - INPUT, A California Corp.
 - INPUT, Ltd.*



* INPUT Ltd. - a wholly owned subsidiary operating in England. INPUT Ltd. was incorporated as Hamcastle Ltd. on January 1, 1980 acquiring the assets of INPUT Europe BV. The name Hamcastle was changed to INPUT Ltd. on February 21, 1980.



COMPANY PROFILE

I. INPUT GmbH

1. NAME

INPUT GmbH (Gesellschaften mit beschränkter Haftung,
a German private limited company).

2. ADDRESS

Perchstaetten 16
35428 Langgons
Germany
Tel: 6403-911 420
Fax: 6403-911 413

3. INCORPORATION DATE

Registered Company Number: HBR 2709
INPUT GmbH: 13th June, 1995 (as a legal entity)
1st July, 1995 (as an operating entity)
9th October, 1995 (as a commercial entity with Commercial
Registry)

INACTIVE Since 12/31/98

4. OWNERSHIP

Authorized Share Issue:	DM 50,000
Initial Share Capital:	DM 50,000
Stock Issued:	1 Share owned by INPUT (California)

5. FISCAL YEAR

Year ending December 31

6. TAX IDENTIFICATION NUMBERS

Corporation Tax (Steuernummer):	020 236 3167 3
Payroll Tax:	(Same as tax no.)
Regional Trade Tax	0423.5.0101.010384.2
VAT Registration No. (Unsere Ust):	DE 174537703



7. **REGISTERED AGENT/OFFICE**

Directors of GmbH
INPUT office at Langgons

8. **STATUTORY AUDITORS**

Accountants:
Haas & Hass
Postfach 100434
34334 Geissen
Germany

Herr Wallwaey
T: (06 41) 79 64 0
F: (06 41) 7 65 29

Incorporation Advisors:
Ernst & Young GmbH
Eschersheimer Landstr. 14
60322 Frankfurt am Main 1
Germany

Mr. Michael Hartmann
Senior Tax Manager
Tel: 069 152 0801
Fax: 069 152 08-284

9. **LEGAL COUNSEL**

10. **DIRECTORS**

Patricia Cunningham, Director
Peter Allan Cunningham, Director
Peter Lines, Director
Felix Hermann
(F. Solbach - Original managing director, resigned 2/95)

*Felix - Appointed Managing Director
1st Oct 1997*

*Res: 7 Feb 19, 1999
Resigned Feb 19, 1999*

Statutory Minute Book:
Corporate Seal

INPUT GmbH Office
Copy: Patricia Cunningham, INPUT, CA
None

11. **BOARD/AGM MEETINGS**

1 Meeting per year to approve a resolution to accept the financial accounts of the previous year.



12. BANK ACCOUNTS

Volksbank Giessen eG
35390 Giessen
Goethestrasse 7, Germany
Tel: 0641 7005-0
Fax: 0641 7005-227

- i. **Main Checking Account:**
Opened: 2/25/97
Signatories:

No. 15.501600
Sort Code: 513 900 00
S.W.I.F.T. Code: DGSG DE FF
Peter Cunningham
Patricia Cunningham
Peter Lines
Felix Hamann
* Signatory limit of DM 30,000

13. ANNUAL REPORTING & STATUTORY FILING

Date	Accounts For Year	Directors Meeting	AGM Meeting	Commercial Registry Filing.
1995 July 1, 1995	Incorporation Date			
	Articles of Incorporation			X
1996				
1997 March 11, 1997		X (Resignation Frank Solbach/MD)	X	

14.

INPUT GmbH TAX FILING RECORDS

For Tax Year:	Filing Date	Tax Return on File
1995 (7/1/95-12/31/95)		X
1996		
1997		



COMPANY PROFILE

IV. INPUT, SARL

1. NAME

INPUT, Sarl. - Societe a Responsabilite Limitee
a French limited liability company

2. ADDRESS

PRIOR ADDRESS:

24, avenue du Recteur Poincare
75016 Paris
France
Tel: (33-1) 46.47.65.65
Fax: (33-1) 46.47.69.50

POST OFFICE FORWARDING (Changed to AES @ May 19, 1999):

AES Change of Address May 6, 2002
C/o Audit Expertise Services
120, Avenue Gambetta
75020 Paris
France

3. INCORPORATION DATE

July 8, 1988 - Life duration of the Company - 99 years
August 31, 1999 - Change to Dormant Company
A Dormant company can be removed from the Companies Register
at any time after two years from the date of becoming dormant (i.e.
after August 31st 2001)

4. OWNERSHIP

Authorized Share Issue:	500 shares @ FF100/share
Share Capital/Investment:	FF50,000
Stock Issued*:	500 shares:
	498 shares @ F49,800 to INPUT
	1 share @ F 100 to PAC
	1 share @ F 100 to PEC

* No Stock Certificates issued.

Statutory Minute Book:	Original: INPUT SARL (Paris office)
Company Seal	Copy: Patricia Cunningham
	None

5. **FISCAL YEAR**

Year ending December 31

6. **TAX IDENTIFICATION NUMBER**

Company Registration No:

B347 726 440

(No. Registre du Commerce/Sirene)

Establishment of Company Identification Number:

No.: 347 726 440 00030

(Siret - relates to site establishment)

CODE APE (ISIC)

741 E

VAT ID No.:

FR 10 347726440

7. **REGISTERED AGENT/OFFICE**

Changed @ 4/30/99 to AES:

Patricia Cunningham

Gerant

C/o Audit Expertise Services

39, Rue de la Gare de Reuilly

75012 Paris

France

8. **ACCOUNTANTS**

Christine Costard

Audit Expertise Services

120, avenue Gambetta

75020 Paris

France

Tel: 33 (0) 1 40 32 70 80

Fax: 33 (0) 1 40 32 70 85

9. **LEGAL COUNSEL**

Barry Carling (International Tax)

Bernard Collin (Employment)

HSD Ernst & Young

Tour Manhattan cedex 21

92095 Paris - La Defense 2

France



10. **DIRECTORS**

Authorized 7/8/88:
Peter A. Cunningham, Partner
Patricia Cunningham, Partner
Keith Hocking, Gerant (Managing Director)

2/26/92 - Resignation Keith Hocking, Gerant
 - Appointment Patricia Cunningham, Gerant

11. **BOARD/AGM MEETINGS**

BOD - 1-2 year
AGM - Statutory meeting within 6 months of close of the fiscal year

12. **BANK ACCOUNTS**

Credit Agricole
Centre d'Affaires Internationales
49-51 avenue George V
75008 Paris
France

Jean-Luc Champetier de Ribes
Account Executive
Tel: 33 1 47 20 56 22
Fax: 33 1 47 20 56 14
Bank Code: 18206
Counter Code: 00432
RIB Key: 45

Checking Account:
Opened * 4/97
Signatories @1/20/98

***No. 59153784001**
Peter A. Cunningham
Patricia Cunningham

CLOSED – AUGUST 9, 2001

** Lloyds Bank operations in France acquired by Credit Agricole.
New Accounts opened with Credit Agricole 4/97*



nouvelle adresse



new address

nouvelle adresse
new address

AuditExpertise
STAVELIS

Audit Expertise Services
vous communique ses nouvelles coordonnées
à partir du 6 mai 2002

Audit Expertise Services
*is pleased to present you with our new contact details,
beginning May 6, 2002*

AuditExpertise
SERVICES

120, avenue Gambetta 75020 Paris - France

Tél. : + 33 (0) 1 40 32 70 80

Fax : + 33 (0) 1 40 32 70 85

E-mail : general@audit-es.com

Site web : www.audit-es.com

Métro : Porte des Lilas / Saint Fargeau

AuditExpertise
SERVICES

Pat Cunningham

From: Pat Cunningham [patc@input.com]
Sent: Wednesday, June 26, 2002 11:34 AM
To: 'COSTARD Christine'
Subject: RE: New office in Paris.
Importance: High

I apologize for the delay.

I have spoken with Peter, and he wishes to maintain the French Company as long as possible, to keep a presence in Europe.

Please go ahead and change the address. If there is anything you need from me, please let me know.

Thanks you for your help

Best Regards,

Pat

-----Original Message-----

From: COSTARD Christine [mailto:COSTARD@audit-es.com]
Sent: Monday, June 10, 2002 11:29 AM
To: 'patc@input.com'
Cc: SENOT Patricia
Subject: TR: New office in Paris.

Dear Pat,

Did you get my message below ?

We need to proceed to the modification of the address before June 30, 2002, so it is important to begin the formalities this week.

Many thanks for your answer.

Best regards,

Christine Costard

-----Message d'origine-----

De : COSTARD Christine
Envoyé : jeudi 30 mai 2002 15:22
À : 'Pat Cunningham'
Objet : RE: New office in Paris.

Pat,



It is a pleasure to have good news from you and Input in USA. I hope the company will go on growing and you will have the opportunities to extend again your business in France.
Concerning Input SARL, if you don't consider doing business in France in the near future, I would suggest to close the company.

I spoke with José Arilla about the tax reassessment and he told me that it was agreed with Sylvie Benech to give up the litigation, because it would take 5/10 years and would be too much expensive regarding the amount to claim back, furthermore he was not sure to win this litigation. As the tax reassessment was paid, nothing is due to the tax administration and you can close easily the company (or sell the shares to someone who would be interested in having a company in France). We can do it for you.

If you have any question, do not hesitate to call me.

Best wishes.

Christine Costard

-----Message d'origine-----

De : Pat Cunningham [mailto:patc@input.com]

Envoyé : mercredi 29 mai 2002 18:46

À : COSTARD Christine

Objet : RE: New office in Paris.

Christine:

Thank you for your message, I have just this week arrived back from vacation, so I was delayed in replying.

INPUT has now consolidated its operations in one location in the Virginia office. (We also moved in June 2000, I am not sure if I sent you our new address - see below). We have been concentrating on the products that the Virginia office provided, in the government information services area, and the company is doing very well and is growing quite rapidly again.

Sheila finally retired, and we now have all our administration and financial activities in the Virginia office and a new Chief Financial Officer.

I will note the change of address for AES.

I must consult to Peter as to whether he now wishes to finally close the French Company. Can you think of any reason why we should continue to maintain the dormant company in France?

It has been 4 years since the tax assessment event (1998). What is the likelihood that we will hear from the Tax administration regarding this?

I would like to have your opinion on this before we make a final decision on closing the dormant French company.

I hope you are also keeping well, and that your firm is doing well if it is moving to larger offices.

Best Wishes,



Pat Cunningham
Director, Corporate Secretary
INPUT
14900 Conference Center Drive, Suite 225
Chantilly, Virginia 20151
USA
T: (703) 378-8740
F: (703) 378-8804

-----Original Message-----

From: COSTARD Christine [mailto:COSTARD@audit-es.com]

Sent: Wednesday, May 22, 2002 6:31 AM

To: 'INPUT - Pat CUNNINGHAM'

Subject: New office in Paris.

Importance: High

Dear Pat,

How are you ? I did not receive news from you since a long time. I hope everything is going well.

Sine May 6, 2002, Audit Expertise Services is located in a new office (bigger), still within the Paris city limits, but at a different address. As Input's official address in France is the same as ours, we will have to proceed to formalities with the French Administration for changing your official address.

Input Sarl is not yet liquidated, it is a dormant company. Input Sarl might be liquidated at any time by the President of the Commercial Court, because Input is dormant since now more than 3 years.

What is your position regarding this Company. Do you wish to keep the French SARL, so we will proceed to the change of address this month or do you want to take the opportunity to liquidate it ?

Many thanks for your answer.

Kind regards,

Christine Costard



CONTACT REPORT

Non Client/Prospect File : ☐ Media ☐ Financial ☐ Other _____

Contact Date : 1/19/99

INPUT

Staff : Init. _____ Init. _____ ☐ INPUT office ☐ Client office ☐ Other _____

Date Written : / /

Company	DISTRIBUTION :			Prog./Proj. ID Describe Action-F/U
	Action	Info.	By When	
Name : Christine COSTARD <i>Expert Comptable</i> Title : Commissaire aux Comptes Address : Gsm 06 80 13 71 91 Phone : AuditExpertise Fax : 39, rue de la Gare de Reuilly - 75012 Paris (France) www.audit-es.com - e-mail : general@audit-es.com E-mail :				

Vincent SMITH
Certified Public Accountant, MIN
 Responsable de Mission

Tél. : +33 (0)1 43 47 47 09
 Direct : +33 (0)1 43 47 44 93
 Fax : +33 (0)1 43 47 47 01
 E-mail : smith@audit-es.com

Cellular 06 82 15 45 64

AuditExpertise

39, rue de la Gare de Reuilly - 75012 Paris (France)
 www.audit-es.com - e-mail : general@audit-es.com

FUTURE: Domicialahi@AES +500 per yr.

INTELCO
Agreement

U.S. COMMERCIAL

1. TYPE ☐ Vendor ☐ User ☐ Investor / Financial ☐ Media / Press ☐ Other ☐ EDI Newsletter
2. LEVEL ☐ Executive ☐ Manager ☐ Analyst ☐ Acquisition ☐ International ☐ Other
3. INTERESTS ☐ C/S ☐ Computer Systems ☐ Networks ☐ EC ☐ Information Services —
☐ EIS / CIS / Multimedia ☐ Other
☐ Industry _____
☐ Software Products
☐ Professional Services, SI
☐ Outsourcing, Processing, Network Services

U.S. FEDERAL ☐ MMAR ☐ FPAP ☐ FPAW ☐ FPFA ☐ Other**EUROPE** ☐ CSPR ☐ MAAP ☐ MSSP ☐ MVPP ☐ BIPR ☐ OSPR ☐ U.S.A. ☐ Other

* No names will be added without a completed Program Manager
change order and program manager approval. Authorization _____

CONTACT REPORT

Continuation

Company _____

Name _____

CONTACT REPORT

Non Client/Prospect File: ☐ Media ☐ Financial ☐ Other _____Contact Date: 1 / 1 / 1INPUT
Staff: Init. EE Init. _____ ☐ INPUT office ☐ Client Office ☐ Other _____ Date Written: 4/26/95

Company <u>INPUT SARL</u>	DISTRIBUTION:			Prog./Proj. ID _____
Name	Action	Info.	By When	Describe Action-F/U
Title				
Address				
Phone: () -				
Fax: () -				

✓ 1. ~~Keys to Smilee~~ ✓ ~~sent~~2. ~~Smilee~~ Email Street letters for Bank Transfers to UK, USA.3. AGS? - Cash Flow Reports.
- A/R
- A/P✓ 4. ~~AsseDic Reports~~5. ~~Agreement Inteco to justify the Inteco.~~~~done 4/98~~ A/Cs ~~to State?~~~~done~~ 1999 Closure/Domancy Tax Relin.

✓ Rent Refund - Received 7/27

✓ CROCK OFFICE

✓ CANCER INSURANCE / Refund? done/Recd.

Mail List Change Order ☐ Update ☐ Correction ☐ Deletion ☐ Addition* Serial Number _____

U.S. COMMERCIAL

1. TYPE ☐ Vendor ☐ User ☐ Investor / Financial ☐ Media / Press ☐ Other ☐ EDI Newsletter
2. LEVEL ☐ Executive ☐ Manager ☐ Analyst ☐ Acquisition ☐ International ☐ Other
3. INTERESTS ☐ C/S ☐ Computer Systems ☐ Networks ☐ EC ☐ Information Services —
☐ EIS / CIS / Multimedia ☐ Other
☐ Software Products
☐ Professional Services, SI
☐ Outsourcing, Processing, Network Services
- ☐ Industry _____

U.S. FEDERAL ☐ MMAR ☐ FPAP ☐ FPAW ☐ FPFA ☐ Other

EUROPE ☐ CSPR ☐ MAAP ☐ MSSP ☐ MVPP ☐ BIPR ☐ OSPR ☐ U.S.A. ☐ Other

* No names will be added without a completed change order and program manager approval.

Program Manager
Authorization _____

CONTACT REPORT

Continuation

Company _____

Name _____

FR

From: Pat Cunningham <patc@input.com>
To: Pat Cunningham <patc@input.com>
Date: Friday, April 30, 1999 4:38 PM
Subject: Emilies Address

My address is:

>> Emilie Amorim-Dos Santos
>> 60 rue des Chantiers
>> Esc E - 5 etage
>> 78000 Versailles

(Tel.: +33 1 39 02 20 69)

Mobile # 33-6-60.85 98 63

~~fax is same #.~~ not workin @ 5/99 - emilie



FILE

Mme. Christine Costard
Partner
AUDIT EXPERTISE SERVICES
39, rue de la gare de Reuilly
75012 Paris
France
Tel: (1) 43 47 47 09
Fax: (1) 43 47 47 01

(33)

Vincent Smith

7/12/00 Christine Costard.
✓ - Bank Statement

✓ - Tax Refund. - ^{Then} Called Tax
office 1 mo ago.
- Still outstanding.

? To DO
= Tax Declaration

done ✓ - Close Bank Acct
8/9/01

} When refund received.

fec.



Pat Cunningham*LAST CORRESPONDENCE*

From: VOLLERIN Patrick <vollerin@audit-es.com>
To: 'INPUT - Pat CUNNINGHAM'
Sent: Friday, July 06, 2001 8:55 AM
Subject: RE
Dear Madam,

We are hereby following up with the latest email you sent to Mrs. Costard.

- a) The bank statements were faxed over to your Virginia office
- b) The check amounting to FRF 1,414.- was cashed
- c) The deposit for FRF 22,095.- was actually credited
- d) This FRF 22,095.- deposit corresponds to a mistaken reimbursement of the 1999 Corporate Tax
- e) The file for "Professional Tax" is complete :
 - '99 Tax : FRF 40,300.-
 - Partial deduction : FRF <13,430.->
 - Paid in advance in 1999 : FRF <25,630.->
 - Balance : FRF 1,240.-
 - + penalties = total FRF 1,414.- which has been paid already.

6) Stop of activity : Two years after the company was declared dormant by the Court of Commerce, it can be automatically erased off the Commerce Register.

The company was declared dormant on August 31, 1999 ; it thus can be definitely radiated on August 31, 2001.

We are hoping that our response was able to meet your needs, and we remain at your full disposal, should you need any further information.

Best regards,

Patrick Vollerin

AUDIT EXPERTISE SERVICES

*: 39, Rue de la Gare de Reuilly - 75012 PARIS
* (33).01.43.47.47.09 * (33).01.43.47.47.01 *GSM (33).06.74.49.05.42
* <mailto://vollerin@audit-es.com> mailto://vollerin@audit-es.com
<http://www.audit-es.com/> http://www.audit-es.com

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.....
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Pat Cunningham

From: Pat Cunningham <patc@input.com>
To: Sheila Collins <scollins@input.com>
Sent: Saturday, January 22, 2000 11:20
Subject: Fw: Final INPUT Sarl Transactions
For Your Information - Pat

----- Original Message -----

From: Vincent SMITH
To: 'patc@input.com'
Sent: Thursday, January 20, 2000 12:39 PM
Subject: FW: Final INPUT Sarl Transactions

-----Original Message-----

From: Vincent SMITH
Sent: January 20, 2000 6:38 PM
To: Christine COSTARD
Subject: RE: Final INPUT Sarl Transactions

Hello Pat,

The funds in the French account may only be repatriated to the U.S. by paying dividends to the principal shareholder. As the company is inactive it may not extend loans to sister companies (eg. Germany). Once the funds have been paid out as dividends, you may personally make a loan to one of the active companies. There would be (to confirm) a 5% withholding tax at the source.

Also, there are AES fees for approximately 9,648 and payroll taxes (taxe d'apprentissage & formation continue) for February to 2892.

We've received the insurance reimbursement and will deposit shortly.

We'll write off the funds due from Natalie per your instructions.

If you have any further questions, please let us know.

Best regards,

Vince

-----Original Message-----

From: Christine COSTARD
Sent: January 20, 2000 6:25 PM
To: Vincent SMITH
Subject: TR: Final INPUT Sarl Transactions

-----Message d'origine-----

De: Pat Cunningham [mailto:patc@input.com]
Date: jeudi 13 janvier 2000 17:41
A: Christine Costard
Cc: Vincent Smith; Sheila Collins
Objet: Final INPUT Sarl Transactions

Today I received faxed Bank Statements from Credit Agricole through 12/15/99.



This confirms that SERICS has paid invoices no. 4000309 and 310. Therefore your VAT tax calculation is OK.

We now wait for the Tax Check to clear the Bank in January, and for the Deposits of the Insurance and other refunds to be made by you at AES.

We must wait until about March to receive the refund on Taxe Professionnelle of F13K, then we can close the Account.

Do you know of any other bills to be paid or payments to be made? I believe there are none. I also suggest, if you have not received the payment from Natalie, it is not worth pursuing too hard, and we should write this off. It is not a material amount, and it is causing delays and additional work in finalizing the closure of these activities in France.

Meanwhile I would like to transfer some of the available Cash (about F100K). Is it material to the French Authorities where we send this cash? Must this be transferred to the US Company in US, or can we transfer some of it to the UK or German Accounts?

I would appreciate a quick response to this question.

Many Thanks - Pat



Madame Patricia CUNNINGHAM
INPUT
1881 Landing Drive
Mountain View
CA 94043 - 0848
USA

Paris, le 26 avril 1999

VIA DHL

CONFIDENTIAL

Dear Pat,

Please find attached :

- Corporate tax return for Input SARL to sign and return to us
- Cover letter to sign
- Copy of the corporate tax return for your file

A complete set of the financial statements will be sent to you in May.

Emilie has just informed us that the landlord would like to take back the office around the 15th of May, 1999. It is therefore critical to change the business address before 30th of June, 1999. As such, you will find in the red folder the legal documents to sign and send back to us in order for us to domicile the company at our office and to complete the closing of the operation.

We remind you that once the operation is closed you will have the possibility to either cancel the company altogether or keep the company within a "dormant shell". In the latter case, it will be necessary to file a tax return annually and to pay a tax in the amount of FrF 11,000. On the other hand, if you cancel the company you will lose indefinitely the tax loss carryforward which at December 31, 1998 amounts to FrF 76,000. Also, in order to preserve the business name, it would be necessary to reregister the name in France for 10 years. Please let us know what you decide.

If you need information, do not hesitate to call.

Regards.


Christine COSTARD
Expert-comptable.

CHC/cc 9904624



From: Christine COSTARD <costard@audit-es.com>
To: 'Pat Cunningham' <patc@input.com>
Cc: Vincent SMITH <smith@audit-es.com>
Date: Tuesday, May 18, 1999 3:06 PM
Subject: RE: France

Hi Pat,

You will find attached the contrat de domiciliation with AES in order to domicile Input Sarl offices' at our adress. Could you please return 4 copies signed.

The cost of the domiciliation is a flat fee of 500 FRF per year.

When you will have the opportunity to come to Paris, please inform us ; we will go together to the Post Office to deliver the power to AES in order to get the registered letter on your behalf. The formalities should be made by the Gérant at the French Post office.

By the next weeks, we will forward you all the legal papers to maintain the French office as a dormant company.

Regarding 1999 accounts, we already spoke with Sheila who will send us a detailed trial balance as soon as Input collects all the receivables, including tax refund and deposit from the landlord. We also recommend to Sheila to draw an agreement between Intercompanies in order to offset the Intercompanies accounts together.

Then we could close the books for the year.

If you need further information do not hesitate to contact us.

Best regards,

Christine

<<Contrat domiciliation AES.doc>>

Audit Expertise Services
Christine Costard
39, Rue de la Gare de Reuilly 75012 PARIS
Tél. : (33).01.43.47.47.09 Fax : (33).01.43.47.47.01
e-mail : costard@audit-es.com <mailto:costard@audit-es.com>

-----Message d'origine-----

De: Pat Cunningham [SMTP:patc@input.com]
Date: mercredi 12 mai 1999 11:42
À: Vincent SMITH; Christine Costard
Cc: Peter Cunningham
Objet: Re: France

I confirm we wish to maintain the French office as a dormant company.

We will need the general meeting papers to sign. I have already signed and returned the documents to domicile the company at AES' offices.

We expect to be handing back the office premises to the Landlord on May

Do INTERCO Agreement



To: Sheila Collins
From: Patricia Cunningham <patc@input.com>
Subject: Tax reassessment in France
Cc:
Bcc:

Sheila

Please Note. I will review with you in the next day or so.

Pat

>>From main@arilla.com Wed Mar 18 11:13:26 1998
>Return-Path: <main@arilla.com>
>Date: Wed, 18 Mar 1998 18:08:39 +0100
>From: "Avocats" <main@arilla.com>
>To: patc@input.com
>Cc: general@audit-es.com
>Subject: Tax reassessment in France

>

>

>Dear Pat,

>

>The tax inspector (a new one) maintains the tax reassessment, despite the favourable decision of the "Commission Départementale des Impôts".

>

>In fact, they are now challenging the use of the carry forward losses deriving from the expenses paid by INPUT SARL to INPUT Corp., as they were booked as deductible expenses for tax purposes.

>

>At the present time, we could cease once again the "Commission", but I do not recommend to take the risk that the commission decides differently from what it has decided on the case (i.e. to consider the expenses as tax deductible).

>

>Though the decision of the "Commission" is not binding upon the Tax Administration, which can decide to continue the tax reassessment.

>

>We must now continue to defend the case, by way of a claim to the Tax Director.

>

>This claim will only be possible after INPUT SARL has received the notification of payment of corporate tax.

>

>I would like to stress that claims in tax matters do not stop the payment. Accordingly, INPUT SARL will have, either to pay the required amount of taxes and then claim for the refund of the same or, in case you do not accept to pay, ask for the deferment of payment and give guarantees of payment to the tax authorities (such as bank guarantee, pledge of shares or values, ...).

>

>Should you need any further information with respect to the above matter, please do not hesitate to contact me.

>

>

>Best Regards

>

>

>

>José ARILLA

>Avocat

>57 avenue Franklin Roosevelt

>75008 PARIS

>tel : (33) 01 53 53 47 53

>fax : (33) 01 42 89 51 93

>E-mail : main@arilla.com

>

>

>

>



From: Pat Cunningham <patc@input.com>
To: sheila@input.com <sheila@input.com>; Emilie Amorim <emilie@input.com>
Cc: Renee Fenstermaker <reneef@input.com>
Date: Thursday, July 23, 1998 2:21 PM
Subject: Re: Tax on Income for years 1994, 1995 & 1996

Due to this payment due to the Tax office, please CANCEL THE TRANSFER OF F 31,000, (the transfer that is being returned to the French Bank Account.

Thanks - Pat

-----Original Message-----

From: Emilie Amorim <emilie@input.com>
To: patc@input.com <patc@input.com>; sheila@input.com <sheila@input.com>
Date: Thursday, July 23, 1998 10:24 AM
Subject: Tax on Income for years 1994, 1995 & 1996

>Pat,
>Sheila,
>
>I received 3 letters to pay Tax on Income for years 1994, 1995 and 1996.
The
>amounts are :
>for 1994 : FF 52.840
>for 1995 : FF 73.253
>for 1996 : FF 36.313
>I will fax you a copy.
>Christine explained me that at this stage, we have to pay before claiming.
>But Jose Anlla is preparing the claim.
>
>Kindes regards - Emilie

} 162,406 .



INPUT

FRANCE

cc Shields

Paris 24 av. du Recteur Poincaré
75018 Paris
Tel: +33 (01) 46 47 65 65
Fax: +33 (01) 46 47 69 50
E-mail: general@input.com
http://www.input.com

FAX TRANSMITTAL FORM

Date:

7/10/98

Confidential ☒ Y ☐ N

TO: Name:

Pat

Urgent ☒ Y ☐ N

Tel. No:

Company:

Page: 1 of 4

Fax No:

File Chron

FROM:

Emilie

Contact

SUBJECT:

Tax Payment

Other

BT

Please find attached 3 request from
Administration to pay Company
Income tax for years 1994,
1995 and 1996.

I informed Christine Costard who
registered to pay bills to prepare
the company, but she told that
it will have to pay by August 1998,
the 15th.

Kindest regards,

Emilie

FF36,313

73,253

52,840

162,406

(27.1K)



Avis d'imposition n° 1634 M3

IMPÔT SUR LES SOCIÉTÉS

SUPP. EVENT DIS
 SUR DISTRIBUTIONS 13
 (YANTR) 10 (COPIES) 10 SUR 10 10

TAXES ACCESSOIRES

AMENDES
DROITS DIVERS
RÉTABLISSEMENT
AU RÔLE

- ÉCHÉANCES

Date du mois en lettres, par exemple	Impôt sur le revenu de 10 % à défaut de paiement de plus tard et	Retenue de l'impôt sur le
---	--	---------------------------

Reçu le 08 JUL. 1998

Pour obtenir des renseignements ou la réparation d'erreurs, adressez-vous au service des impôts indiqué ci-après :

CENTRE DES IMPOTS AUTEUIL-NORD
12 RUE GEORGE SAND
75796 PARIS CEDEX 16
MARDI ET VENDREDI DE 9H A 12H
TEL:01.44.39.50.00
SECTEUR : 511

TAI ON À JOINDRE À VOTRE PAIEMENT
Voir au verso le mode d'usage

SARL INFUT

Identifiant 75 7 0351 031 015
101 98 04 10037

1.S.: Anne 1996

Période d'immersion des nouvelles

30/04/95	15/08/95	75.7	0.351	0.11	0.11	101.93	0.6	1000%
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DÉCOMPTÉ DE VOTRE IMPÔT

[illegible]

- EXCÉDENTS DE DROITS À DÉQUILIBRER

• N° SIRET

• **EXPLICATION DES RENVOIS :**

- 12- Il s'agit de la différence entre les sociétés.
- 13- La société correspond à la différence entre les droits civils et les droits dits «réels».
- 14- La base de la distinction correspond à la différence entre le montant de capital versé par les sociétés du statut des sociétés commerciales (la totalité du montant des versements prévus).
- 15- La base de la distinction correspond à la différence entre le montant de capital exceptionnel (de 10 à 15 % en 1997) et le montant de capital ordinaire.
- 16- La base de la distinction correspond aux droits de suite dans la communauté, déduction faite des versements des sociétés de la section 1. Cette base est égale au montant imprimé dans le colonne 2.
- 17- Il s'agit d'un droit imprimé dans la colonne 1 du tableau 13, le montant correspondant au capital ordinaire des sociétés de la section 1.
- 18- Il s'agit d'un droit imprimé dans la colonne 1 du tableau 13, le montant correspondant au capital ordinaire des sociétés de la section 1.

• **WZIR AL VERSO**

- la mesure d'utilisation du réseau de la table
 - comment récupérer
 - comment et quand porter l'impôt ?
 - la régularisation des comptes.
- **N.B.** : Si le présent avis est copié et transmis par le 10^{ème} de 5 minutes, les autres pour insistance de versement, de cette manière, le capital qui a le sort de base ne souffrira, à défaut de paiement à la date limite, que d'une perte majeure de 10 % ou de 5 %.

SOMME À PAYER

POUR PAYER, ADRESSEZ-VOUS

T.L.J. SAUF LE SAMEDI

TEL: 01-46.51.59.41

C.C.P.: PARIS 9002-74 P

TRES DU 14EME ARDT 1ERE DIVIS.

37 RUE MOLITOR

75775 PARIS CEDEX 16

SARL INPUT

24 AV DU RECTEUR POINCARÉ

75016 PASTO



Année d'imposition n° 1674 MI

IMPÔT SUR LES SOCIÉTÉS

SUPPLÉMENT
SUR LES SOCIÉTÉSCONTRIBUTION D'IMPÔT SUR LES SOCIÉTÉS
SUR LES SOCIÉTÉS

TAXES ACCESSOIRES

AMENDES

DROITS DIVERS

RETAIEMENT

AU RÔLE

• ÉCHÉANCES

Date de mise

à l'impôt

Date de mise

à l'impôt

Date de mise

à l'impôt

Reçu n° 1001 1996

Pour obtenir des renseignements ou la répartition d'écrits
adressez-vous au service des Impôts indiqué ci-dessous :

CENTRE DES IMPÔTS AUTEUIL-NORD
12 RUE GEORGE SAND
75796 PARIS CEDEX 16
MARDI ET VENDREDI DE 9H À 12H
TEL: 01.44.20.50.00
SECTEUR : 511

TALON À JOINDRE À VOTRE PAYEMENT

Veuillez le remplir à l'encre

SARL INPUT

Identifiant : 75 7 0351 031 015
101 98 06 10038

I.S. : Année 1995

Période d'application des pénalités

• DÉCOMPTÉ DE VOTRE IMPÔT

BASE ou la NATURE DE L'IMPOSITION	TAXE ou TARIF	DROITS SIMPLÉS	IMPÔT SUR LES SOCIÉTÉS	SUPPLÉMENT D'IMPÔT SUR LES SOCIÉTÉS SUR DISTRIBUTIONS	CONTRIBUTION D'IMPÔT SUR LES (1) CONTRIBUTION TEMPORAIRE SUR LES (1) SI Droits (2)
219760	33 1/3	73053	a) 73053 b) 73053	a) Sur dividendes b) Sur bénéfices distribués c) Total	a) Div (1) b) Div (2)
PENALITÉS D'ASSIETTE SUR L'IMPÔT SUR LES SOCIÉTÉS OU SUR AUTRES IMPÔTS LOCAUX		MAJORATION DE 10 % SUR L'IMPÔT SUR LES SOCIÉTÉS	SUR L'IMPÔT SUR LES SOCIÉTÉS	SUR L'IMPÔT SUR LES SOCIÉTÉS	IMPÔTATIONS
a) Base de calcul b) Montant c) Majoration	a) Base de la majoration b) Montant c) Majoration	a) Base de la majoration b) Montant c) Majoration	a) Base de la majoration b) Montant c) Majoration	a) Base de la majoration b) Montant c) Majoration	a) Base de la majoration b) Montant c) Majoration
a) 1 b) 2 c) 3	a) 1 b) 2 c) 3	a) 1 b) 2 c) 3	a) 1 b) 2 c) 3	a) 1 b) 2 c) 3	a) 1 b) 2 c) 3
MONTANT NET DE L'IMPÔT SUR LES SOCIÉTÉS 5 + 6 + 6d + 7b + 7d + 8d + 10		MONTANT NET DU SUPPLÉMENT D'IMPÔT SUR LES SOCIÉTÉS SUR DISTRIBUTIONS 4 + 8 + 12	IMPOSITION FORÉAIRE ANNUELLE a) Droits simplés b) Sommes de 10 % c) Total	TAXES ACCESSOIRES IMPÔTS DIVERS a) Montant b) Montant c) Total	AMENDES FISCALES a) Montant b) Montant c) Total
13 73053		15 73053	16 73053	17 73053	18 73053
Dont principal		Dont principal			
73053		73053			

• EXCÉDENTS DE DROITS À DÉQUILLER

• N° SIRET

SOMME À PAYER

POUR PAYER, ADRESSEZ-VOUS

T.L.J. SAUF LE SAMEDI
TEL: 01.46.51.59.41
C.C.P.: PARIS 9002-74 P

TRES DU 16EME ARDT 1ERE DIVIS.

37 RUE MOULIER

75775 PARIS CEDEX 16

SARL INPUT

24 AV DU RECTEUR FOINCARE

75016 PARIS

• EXPlication DES RENVOIS

- 1) Si l'impôt est sur sociétés.
- 2) La somme correspond à la différence entre les droits dus et les droits déduits.
- 3) Le base de la majoration correspond à la différence entre le montant de l'impôt sur les sociétés de l'année précédente obtenu par l'entreprise et le montant des acomptes versés.
- 4) Le base de la majoration correspond aux droits dus sur l'impôt sur les sociétés de l'année précédente (10 % du montant de l'impôt sur les sociétés de l'année précédente).
- 5) Si le chiffre 3 est imprimé dans la colonne 13 ou 14 le montant correspond aux acomptes versés (10 % du montant de l'impôt sur les sociétés de l'année précédente).
- 6) Si le chiffre 4 est imprimé dans la colonne 15 ou 16 le montant correspond aux acomptes versés.

• VOIR AU VERSO :

- le mode d'utilisation du bon de paiement;
- comment recevoir;
- comment et quand régler l'impôt;
- la régularisation des acomptes.

• R.B. Si le présent bon comprend une majoration de 10 % ou de 5 % sur les droits de l'année précédente de vos versements, vous devez verser le montant de l'impôt sur la base de l'année précédente, à moins de pouvoir prouver à la date limite d'être à nouveau majoré de 10 % ou de 5 %.



Avis d'imposition n° 1674 MI

IMPÔT SUR LES SOCIÉTÉS

SEULEMENT DES
SOCIÉTÉS NON IMPOSÉES
CONSTITUÉES EN FRANCE
CORPORATION TEMPORAIRE (SARL, SLL)
SOCIÉTÉ D'INVESTISSEMENT ANNUELLE

TAXES ACCESSOIRES

AMENDES
DROITS DIVERS
RÉTABLISSEMENT
AU RÔLE

Pour obtenir des renseignements ou la réparation d'erreurs,
adressez-vous au service des Impôts indiqués ci-après :

CENTRE DES IMPÔTS AUTEUIL-NORD
12 RUE GEORGES SAND
75776 PARIS CEDEX 16
MARDI ET VENDREDI DE 9H A 12H
TEL: 01.44.30.50.61
SECTEUR : 511

TALON A JOINDER A VOTRE PAIEMENT

Noté au verso de l'impression

SARL INPUT

Identifiant: 75 7 0351 031 016
101 98 06 10037

I.S. : Année 1994 : 10037
Date de l'impression : 10/07/98

• LICHANCES

Date de mise en paiement: 15/07/98
Impôt payable (10 % du montant de l'imposition) au plus tard le: 15/07/98
Référence de l'imposition: 75 7 0351 031 016 101 98 06 10037

Période d'application des pénalités

10/06/98 15/07/98 75 7 0351 031 016 101 98 06 10037

• DÉCOMPTÉ DE VOTRE IMPÔT

BASE ou (et) NATURE DE L'IMPOSITION	TALK % TARP	DROITS SIMPLES	IMPÔT SUR LES SOCIÉTÉS	SUPPLÉMENT D'IMPÔT SUR LES SOCIÉTÉS SUR LES DISTRIBUTIONS	CONTRIBUTION 10 % SUR LES (1)
158520	33 1/3	52840	a) Droits simples b) Droits simples (coût fiscal) c) Total	a) Sur sommes reçues (distribuées) b) Sur sommes distribuées c) Total	a) Droits (2) b) CONTRIBUTION TEMPORAIRE SUR L'IMPÔT c) Droits (2)
158520	33 1/3	52840	a) 52840 b) 52840 c)	a) b) c)	a) b) c)
PENALITÉS D'ASSIÉTÉ SUR L'IMPÔT SUR LES SOCIÉTÉS (OU SUR AUTRES IMPÔTS OU TAXES à l'impôt de redevance)	IMPÔT SUR LES SOCIÉTÉS (1)	SUR SUPPLÉMENT D'IMPÔT	SUR CONTRIBUTION 10 % SUR LES (4)	SUR IMPÔT SUR LES SOCIÉTÉS	SUR SUPPLÉMENT D'IMPÔT
a) Taxe b) Montant c) Taxe d) Montant	a) Base de la majoration b) Montant c) Base de la majoration d) Montant	a) Base de la majoration b) Montant c) Base de la majoration d) Montant	a) Base de la majoration b) Montant c) Base de la majoration d) Montant	a) Avant fiscal, généralement ou b) Après fiscal, en vertu de l'impôt c) Après fiscal, en vertu de l'impôt d) Après fiscal, en vertu de l'impôt	a) Avant fiscal, en vertu de l'impôt b) Après fiscal, en vertu de l'impôt c) Après fiscal, en vertu de l'impôt d) Après fiscal, en vertu de l'impôt
a) b) c) d)	a) b) c) d)	a) b) c) d)	a) b) c) d)	a) b) c) d)	a) b) c) d)
MONTANT NET DE L'IMPÔT SUR LES SOCIÉTÉS	MONTANT NET DU SUPPLÉMENT D'IMPÔT SUR LES SOCIÉTÉS	IMPOSITION FORFAITAIRE ANNUELLE	TAXES ACCESSOIRES IMPÔTS DIVERS	AMENDES PÉNALES	
3 x 60 + 60 x 76 + 76 x 50 = 10	4 x 5 = 20	a) Droits simples b) Montant de 10 % c) Total	a) Montant de 10 % b) Montant de 10 % c) Montant de 10 %	a) 10 % de l'impôt b) 10 % de l'impôt c) 10 % de l'impôt	
52840	20	a) b) c)	a) b) c)	a) b) c)	
Donc principal :	Donc principal :				
52840					

• EXCÉDENTS DE DROITS À DÉDUIRE**• N° SIRET****• EXPLICATION DES RENVOIS :**

- (1) Base fiscale sur les sociétés
- (2) La somme des excédents de la différence entre les droits dus et les droits des crédits
- (3) La base de la majoration correspond à la différence entre le montant de l'impôt sur les sociétés et la somme des crédits des excédents de la différence entre les droits dus et les droits des crédits
- (4) La base de la majoration correspond à la différence entre le montant de l'impôt sur les sociétés et la somme des crédits des excédents de la différence entre les droits dus et les droits des crédits
- (5) La base de la majoration correspond à la différence entre le montant de l'impôt sur les sociétés et la somme des crédits des excédents de la différence entre les droits dus et les droits des crédits
- (6) La base de la majoration correspond à la différence entre le montant de l'impôt sur les sociétés et la somme des crédits des excédents de la différence entre les droits dus et les droits des crédits
- (7) La base de la majoration correspond à la différence entre le montant de l'impôt sur les sociétés et la somme des crédits des excédents de la différence entre les droits dus et les droits des crédits
- (8) La base de la majoration correspond à la différence entre le montant de l'impôt sur les sociétés et la somme des crédits des excédents de la différence entre les droits dus et les droits des crédits
- (9) La base de la majoration correspond à la différence entre le montant de l'impôt sur les sociétés et la somme des crédits des excédents de la différence entre les droits dus et les droits des crédits
- (10) La base de la majoration correspond à la différence entre le montant de l'impôt sur les sociétés et la somme des crédits des excédents de la différence entre les droits dus et les droits des crédits

• VOIR AU VERSO :

- le mode d'imposition de l'impôt sur les sociétés
- le mode d'imposition de l'impôt sur les sociétés
- le mode d'imposition de l'impôt sur les sociétés
- le mode d'imposition de l'impôt sur les sociétés
- le mode d'imposition de l'impôt sur les sociétés
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- le mode d'imposition de l'impôt sur les sociétés
- le mode d'imposition de l'impôt sur les sociétés
- le mode d'imposition de l'impôt sur les sociétés

SOMME À PAYER

POUR PAYER, ADRESSEZ-VOUS :

T.L.U. SAUF LE SAMEDI
TEL: 01.46.51.59.41
C.C.P. : PARIS 9002-74 P

TRES DU 16EME ARDT 1ERE DIVIS.
37 RUE MOLITOR
75775 PARIS CEDEX 16

SARL INPUT

24 AV DU RECTEUR POINCARE

75016 PARIS



PACIS

1. Subs Agreement Forms.

Cristine Costard

2/20/98

1. Won our appeal with Tax Commission Auditor still disagrees / she has appealed. INR 7 letter sent in January with our answer to her appeal.

2 possibilities:

1. Gives up.
2. Maintain their position and goes to court.

Could take 2-3 yrs if go to court.

Meanwhile no tax payments to make.
The "Risk" for add'l Corp Tax of
\$160,000 still remain on books as an accrual.
[80k of expenses rejected as non-deductible]

2. 1996 - Closed

3. 1997 -

Draws	\$3,600	\$600k
R&D		?
R&P		\$699k



Revenue

FR UNIT SELLS → 100% Global Orders
= Apply % Completion if 100% 100% G-0

FRANCE

50%	?%
ORDERS	RESEARCH EFFORT.

FR REPORTS - 1997 DUE.

FR LOSS - NO TAX TO Pay April 15th.

Deadline to file April 30th.

Need all info by Mar 15th in order
to prepare for filing 4/30th.

† INTERCO INVOICES re
- Charge backs.

" costard@audit-es.com "

Accty Junctions.

1. AIR & AP - Local -
2. Orders - }
GL - } HQ / Central

Christine - prefers to see Eunice enter
P/R in GL



Payroll

Change to prep of
Monthly Payroll Report.

SB

Situation

1. Final Proof of Actual Hire of EP
by SB.
2. Sue letter with statement of
her breaking her contract by hiring
EP

Michelle FORTANIER
Lawyer for HR Situation.
T: 01 46 33 19 29

3. Poss negotiate

Options:

1. Ask for her to stop employment of
EP - against her contract.
- ② 2. Possible negotiate an agreement
not to call on ^{INPUT} clients in return
for not pressing litigation on the
above.

Need to decide INPUT's course of
action (PAC!).

Christine to speak to Mme Fortanier to
get her advice & input on actions.

Begin to get business card / Proof EP is working
for SB.



COMPANY PROFILE

V. INPUT, K.K.

1. NAME

INPUT, K.K. - Kabushiki Kaisha, a Japanese corporation

2. ADDRESS

At 12/95:
6F#B, Mitoshiro Building
1-12-12, Uchikanda
Chiyoda-ku
Tokyo 101, Japan
Tel: +81 3 3219-5441
Fax: +81 3 3219-5443

3. INCORPORATION DATE

October 12, 1989

LIQUIDATION: /

FEBRUARY 11, 1999

4. OWNERSHIP

<i>At October 12, 1989:</i>	
Authorized Capital:	¥12,000,000
Authorized Share Issue:	240 shares @ ¥50,000/share (At time of Incorporation)
Paid In Capital:	¥3,000,000 \$18,626
Stock Issued:	60 shares @ ¥50,000 to INPUT

<i>At April 12, 1996:</i>	
Increase Capital Investment by:	¥7,000,000
Additional Stock Issued:	140 shares @ ¥50,000/share
New Paid In Capital:	¥10,000,000
New Stock Issued:	200 shares @ ¥50,000/share



5. **FISCAL YEAR**

Year ending December 31

6. **TAX IDENTIFICATION NUMBER**

000215841

7. **REGISTERED AGENT/OFFICE (REPRESENTATIVE)**

Koichi Takeuchi
Attorney-at-Law
Nagashima & Ohno
25 Ichibancho
Chiyoda-Ku, Tokyo 102, Japan

8. **ACCOUNTANTS**

Mr. Shiro Goryoda
3-23-18, Nishiogo-kita
Suginami-ku, Tokyo 167, Japan

9. **LEGAL COUNSEL**

Nagashima & Ohno
Tokyo, Japan (See #7 above)

10. **DIRECTORS**

Authorized:
Peter A. Cunningham,

Bill Totten,

Patricia Cunningham, Statutory Auditor

Statutory Minute Book:

President's Seal:

Representative Directors' Seals:

Resignations:

Kosei Takeda

(Tetsuo Imai, President, Director

Representative Director,
Chairman and President @ 8/15/95
Director

Original: Tetsuo Imai, INPUT
Copy: Patricia Cunningham
Tetsuo Imai (Tokyo office safe)
Tetsuo Imai (Tokyo office safe)

Resigned 10/26/98
Representative Director (Resident in Japan)
(Appointed April 1st 1996)

Resigned 8/15/95)

11. BOARD/AGM MEETINGS

- BOD - Feb/Mar: 2 meetings/year (planned)
 - AGM - Mar: 1 statutory meeting within 3 months after close of fiscal year
- Addresses:
- Election of Directors/Stat.Auditor
 - Remuneration of Directors/Stat.Aud.
 - Review & Approval of Financial Accounts for prior year.

12. BANK ACCOUNTS

- I. ASahi Bank
Akihabara Branch
1 Kanda-izumicho
Chiyoda-ku, Tokyo 101-0024, Japan
Tel: 81-3-3866-1171

1. **Ordinary Checking Account:** No. 275-0311329
(Interest bearing Account (1)) (275 = Branch No.)
Opened
Signatories @ 9/8/95: Peter A. Cunningham (3)

2. **Current Checking Account: (2)** No. 275-461249
Opened
Signatories @ 9/8/95: Peter A. Cunningham (3)

3. **Six (6) Month Deposit Account:** No. 275-3860104
Opened
Signatories @ 9/8/95: Peter A. Cunningham (3)

- (1) Interest payable twice yearly.
- (2) Cash Receipts deposited into the Current Account.
Daily Sheet of Deposits faxed from the Bank.
- (3) Payments made by completing a "Request for Remittance" form. Form is stamped with "Seal". PAC Seal, Bank Book & Check book held by Yoshiko Wakaki in Tokyo Office File Safe.
Bank Statements at end of each month. Can request an "in/out" statement via fax on any given day.
Movement of Cash from Current to Ordinary Accounts done by visit to Bank with Bank Book.



From: Hideshiro Takao <htakao@ashisuto.co.jp>
To: Peter Cunningham <pac@input.com>
Cc: Pat Cunningham <patc@input.com>
Date: Friday, February 12, 1999 12:59 AM
Subject: Liquidation of Input K.K.

#To: Peter Cunningham
Cc: Pat Cunningham
Fr: Hideshiro Takao
Dt: 99.02.12
Re: Liquidation of Input K.K.

Dear Peter san:

All document for liquidation of Input K.K. was submitted to the government office. The office located in Kanda, Tokyo was moved out yesterday. Some document (three boxes) of Input K.K. to be reserved for several years has been sent to my office.

All liabilities were paid and all receivables except key money of Kanda's office were collected.

As the result of these transactions, there are ¥12,844 deposit balance in the ordinary account of Asahi bank-Akihabara br. Takeda san asked the landlord of the Input K.K.'s office to refund in an earlier timing (Mid. of March '99). It will be around ¥200,000 as a refundment of the key money.

Therefore I will be able to hand out ¥600,000 or more (which is greater than you remitted to Japan end of January '99) to you when you come to Japan. I would also like to hand out the company seals, bank pass books and so on.

@ 120 = \$5,000

Best regards,
Takao
/E

Hideshiro Takao, Director
K.K. Ashisuto
1-1-1 Manpukuji Asao-ku Kawasaki-shi Kanagawa (215-0004)
Tel. 044-951-5705 fax. 044-951-5715
E-Mail: htakao@ashisuto.co.jp



INPUT KK - ANNUAL REPORTING DOCUMENTATION

ANNUAL MEETING MINUTES & ACCOUNTANTS FINANCIAL STATEMENT:

	February Directors	March Directors	March Shareholders	Accountant's Prior Yr. Financial Rpt.
1989	Articles of Incorporation & Minutes			n/a
1990	X	X	X	X
1991	X	X	X	X
1992	X	X	X	X
1993	X	X	X	X
1994	X	X	X	X
1995	X	X	X	X
1996	X	X	X	X
1996	Capital Increase			
1997	2/20/97	3/28/97	N/A	x
Election of Statutory Auditor/Registration			4/28/97	
1998	2/20/98	3/30/98	3/30/98	x

ANNUAL TAX REPORTING:

FOR YEAR:	LOCAL	CORPORATE	CONSUMPTION
1989	X	X	X
1990	X	X	X
1991	X	X	X
1992	X	X	X
1993	X	X	X
1994	X	X	X
1995	X	X	X
1996	2/25/97	2/25/97	2/25/97
1997	X	X	X (Filed in CA 4/98)
1998	March 1999 - See Encl		



COMPANY PROFILE

I. INPUT - NEW MEXICO BRANCH

1. **INPUT, A California Corporation**

- New Mexico Branch Office

2. **ADDRESS**

150 E. De Vargas Street, # 1
Santa Fe, New Mexico 85501

David Jung
Hired 2/5/95
Term 9/29/95

3. **INCORPORATION DATE**

Registered to do Business in State of New Mexico: February 5, 1995

Withdrawal of Registration: December 31, 1995

4. **OWNERSHIP**

- 100% Owned by INPUT, A California Corporation

5. **FISCAL YEAR**

- See INPUT (CA)

6. **TAX IDENTIFICATION NUMBER**

- NM: 02-290643-00-6

7. **REGISTERED AGENT/OFFICE**

- CT Corporation System
119 E. Marcy
Santa Fe, New Mexico 87501

8. **STATUTORY AUDITORS**

- See INPUT (CA)



9. LEGAL COUNSEL

- See INPUT (CA)

10. DIRECTORS

- N/A

11. BOARD/AGM MEETINGS

- N/A

12. BANK ACCOUNTS

- NONE

COMPANY PROFILE

LTD

I. INPUT Limited in Germany

1. NAME

INPUT Limited (a German representative office of INPUT Ltd (U.K.))

2. ADDRESS

Sudentenstrasse 9
W-6306 Langgons-Niederkleen
Germany
Tel: 6447-7229
Fax: 6447-7327

3. INCORPORATION DATE

Company Number:

INPUT Ltd

July 1, 1990

CLOSED

JUNE 30, 1995

4. OWNERSHIP

Representative Branch of INPUT Ltd (U.K.)	
Authorized Share Issue	None
Stock Issued:	None

5. FISCAL YEAR

Year ending December 31

6. TAX IDENTIFICATION NUMBER

7. REGISTERED AGENT/OFFICE

Ernst & Young GmbH
Eschersheimer Landstr. 14
6000 Frankfurt am Main 1
Germany

Mr. Michael Hartmann

8. STATUTORY AUDITORS

Ernst & Young (See # 7 above)

9. LEGAL COUNSEL

None

10. DIRECTORS

N/A

11. BOARD/AGM MEETINGS

N/A

12. BANK ACCOUNTS

Schroder, Munchmeyer, Hengst & Co., Bank
P.O. Box 10 2042
Friedensstrasse 6-10
D-600 Frankfurt am Main 1
Germany

Closed June 1996

T: 011 49 040 32 95-270
F: 011 49 040 32 95-0

German DM Account:
Opened 7/31/90
Signatories @ 2/6/92

No. 849-36400

Peter A. Cunningham
Patricia Cunningham
Peter Lines

MEMORANDUM

01/20/96

TO:	Peter Lines	File:	Churn:	<input type="checkbox"/>
			Adm:	<input type="checkbox"/>
FROM:	Sheila Collins		Contact:	<input type="checkbox"/>
			Other:	<input type="checkbox"/>
SUBJECT:	Deferred Revenue Balances from "Old Germany"	If Other:		
CC:	Frank S, Pat C			

The balance sheet accounts relating to INPUT Germany prior to July 1, 1995 have been eliminated through the inter-company accounts with the following exceptions:

- The Schroeder Munchmeyer Bank Account has been set up on the UK books (Account 107). This account had a balance of approx. 2680.52 pound equivalent at 12/31. This needs to be closed by Frank, and the funds sent directly to INPUT Ltd.
- The deferred revenue account for Vendor Profiles (399MVPP) had a year end balance of 8059.73 pounds. The deferred account for the Desktop Program (399DEDS) had a balance of 18107.0 pounds. These account balances all relate to orders obtained prior to the official established date of INPUT GmbH. and have also been set up on the UK books. (agreed with E & Y, Palo Alto)
- Ernst & Young, Frankfurt, has recommended that no activity be recorded on the GmbH books that could be traced back to a presence in Germany under the current scenario prior to July 1, 1995.
- The easiest way around this is to take the above balance to INPUT Ltd., books in 1996 at the end of 1996, and make a manual adjustment to both sets of books for final Unit performance and Bonus Calculations.





COMPANY PROFILE

I. INPUT Europe, Ltd

1. NAME

INPUT Europe Limited, a U.K. private limited company.

2. ADDRESS

17 Hill Street
London, S1X 7FB
Tel: 071-493-9335
Fax: 071-6290179

3. INCORPORATION DATE

Company Number:	2747966	
As:	Law 454 Limited	October 27, 1992
Name Change:	INPUT Europe Limited	October 20, 1992

FILED TO STRIKE OFF REGISTER & DISOLVE COMPANY JULY 1, 1994

4. OWNERSHIP

Authorized Share Issue
@ 10/27/92:
Initial Share Capital: 1,000
Nominal Capital:
Stock Issued: 2 Shares *;
- 1 share to INPUT (California)
- 1 Share to PAC held in trust as nominee
of INPUT

* No share certificates issued.

5. FISCAL YEAR

Year ending December 31

6. TAX IDENTIFICATION NUMBER

Not registered - Not trading/no accounts to prepare.



7. REGISTERED AGENT/OFFICE

Ernst & Young
Rolls House
7 Rolls Buildings
Fetter Lane
London, EC4A 1NH
Tel: 071-831-7130

Collin Charge
Company Secretarial Dept.

8. STATUTORY AUDITORS

Ernst & Young (See # 7 above)

9. LEGAL COUNSEL

Taylor Joynson Garrett
Carmalite
50 Victoria Embankment
Blackfriars, London EC4Y 0DX
Tel: 071-353-1234
Fax: 071 936-2666

Mark Fletcher

10. DIRECTORS

Patricia Cunningham, Director & Secretary
Peter Allan Cunningham, Director
Peter Lines, Director

Statutory Minute Book:
Corporate Seal

Ernst & Young (above)
Ernst & Young

11. BOARD/AGM MEETINGS

N/A

12. BANK ACCOUNTS

None

